

SMITH BRYAN SCOTT
Form 4
October 04, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH BRYAN SCOTT

2. Issuer Name and Ticker or Trading Symbol
SONIC AUTOMOTIVE INC [SAH]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O SONIC AUTOMOTIVE, INC., 5401 EAST INDEPENDENCE BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CSO

(Street)
CHARLOTTE, NC 28212

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	10/01/2010		M ⁽¹⁾	25,000	A	\$ 7.94	135,854	D
Class A Common Stock	10/01/2010		S ⁽¹⁾	25,000	D	\$ 9.729 ⁽²⁾	110,854	D
Class A Common Stock	10/04/2010		M ⁽¹⁾	25,000	A	\$ 7.94	135,854	D
Class A Common Stock	10/04/2010		S ⁽¹⁾	25,000	D	\$	110,854	D

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Common Stock	9.6501 <u>(3)</u>		
Class A Common Stock	69,686 <u>(4)</u>	I	As a member of SMDA Development 1, LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options to purchase	\$ 7.94	10/01/2010		M ⁽¹⁾	25,000	04/05/2001	10/05/2010	Class A Common Stock	25,000
Options to purchase	\$ 7.94	10/04/2010		M ⁽¹⁾	25,000	04/05/2001	10/05/2010	Class A Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH BRYAN SCOTT C/O SONIC AUTOMOTIVE, INC. 5401 EAST INDEPENDENCE BLVD. CHARLOTTE, NC 28212	X		President and CSO	

Signatures

/s/ B. Scott Smith
10/04/2010
Date

Signature of
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Options exercised and shares sold pursuant to 10b5-1 trading plan.

This transaction was executed in multiple trades at prices ranging from \$9.60 per share to \$9.92 per share. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) This transaction was executed in multiple trades at prices ranging from \$9.43 per share to \$9.91 per share. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) Mr. Smith disclaims beneficial ownership of the shares held by SMDA Development 1, LLC except to the extent of his pecuniary interest, if any, therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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