

SMITH BRYAN SCOTT

Form 4

April 28, 2010

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

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

(Last) (First) (Middle)

C/O SONIC AUTOMOTIVE,
INC., 5401 EAST INDEPENDENCE
BLVD.

(Street)

CHARLOTTE, NC 28212

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SONIC AUTOMOTIVE INC [SAH]

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

04/26/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CSO

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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	04/26/2010		M ⁽¹⁾	25,000	A	\$ 11.19	135,854 D
Class A Common Stock	04/26/2010		S ⁽¹⁾	25,000	D	\$ 13.1 (2)	110,854 D
Class A Common Stock	04/27/2010		M ⁽¹⁾	25,000	A	\$ 11.19	135,854 D
Class A	04/27/2010		S ⁽¹⁾	25,000	D	\$	110,854 D

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Common Stock	11.46 <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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to purchase	\$ 11.19	04/26/2010		M ⁽¹⁾	25,000	04/28/2003 04/28/2010	Class A Common Stock 25,000
Options to purchase	\$ 11.19	04/27/2010		M ⁽¹⁾	25,000	04/28/2003 04/28/2010	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
04/28/2010
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 \$12.94 per share to \$13.24 per share. The price reported reflects
- (2) 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.

This transaction was executed in multiple trades at prices ranging from \$11.25 per share to \$12.03 per share. The price reported reflects
- (3) 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.
- (4) 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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