

SONIC AUTOMOTIVE INC
 Form 4
 November 03, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

C/O SONIC AUTOMOTIVE, INC., 4401 COLWICK ROAD

(Street)

CHARLOTTE, NC 28211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SONIC AUTOMOTIVE INC [SAH]

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

10/30/2015

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)
 CEO and President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Class A Common Stock	10/30/2015		M		54,183 A \$ 23.94	341,304	D
Class A Common Stock	10/30/2015		S		54,183 D \$ 25.0515 <u>(1)</u>	287,121	D
Class A Common Stock						69,686 <u>(2)</u>	I
	11/02/2015		M		17,817 A \$ 23.94	304,938	D

As a member of SMDA Development I, LLC

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Class A Common Stock									
Class A Common Stock	11/02/2015		M	51,489	A	\$ 1.81	356,427	D	
Class A Common Stock	11/02/2015		S	69,306	D	\$ 25	287,121	D	
Class A Common Stock							69,686 ⁽²⁾	I	As a member of SMDA Development I, LLC
Class A Common Stock	11/03/2015		M	1,289	A	\$ 1.81	288,410	D	
Class A Common Stock	11/03/2015		S	1,289	D	\$ <u>(3)</u>	287,121	D	
Class A Common Stock							69,686 ⁽²⁾	I	As a member of SMDA Development I, 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	\$ 23.94	10/30/2015		M	54,183	02/09/2008	02/09/2016	Class A Common Stock	54,183

Options to Purchase	\$ 23.94	11/02/2015	M	17,817	02/09/2008	02/09/2016	Class A Common Stock	17,817
Options to Purchase	\$ 1.81	11/02/2015	M	51,489	03/30/2012	03/30/2019	Class A Common Stock	51,489
Options to Purchase	\$ 1.81	11/03/2015	M	1,289	03/30/2012	03/30/2019	Class A Common Stock	1,289

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH BRYAN SCOTT C/O SONIC AUTOMOTIVE, INC. 4401 COLWICK ROAD CHARLOTTE, NC 28211	X		CEO and President	

Signatures

/s/ B. Scott
Smith 11/03/2015

**Signature of
Reporting Person

Date

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).

This transaction was executed in multiple trades at prices ranging from \$25.00 per share to \$25.31 per share. The price reported reflects
(1) 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) The reporting person disclaims beneficial ownership of the shares held by SMDA Development I, LLC except to the extent of his pecuniary interest, if any, therein.

This transaction was executed in multiple trades at prices ranging from \$25.00 per share to \$25.04 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.

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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