

SONIC AUTOMOTIVE INC
Form 4
January 02, 2013

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 O BRUTON

(Last) (First) (Middle)

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

(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)

12/28/2012

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)
Chairman and CEO

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 | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Pri |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|--|--------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|--|--------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security (Instr. 3) | | | |
|----------------------|--|----------------------|-----------------|---|------------------|------------------|---------------------|-----------------|----------------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (5) | 12/28/2012 | G | V | 0 | (1) | (5) | (5) | Class A Common Stock | 0 (1) |
| Class B Common Stock | (5) | 12/28/2012 | J | | 0 | (3) | (5) | (5) | Class A Common Stock | 0 (3) |
| Class B Common Stock | (5) | 12/28/2012 | J | | 0 | (4) | (5) | (5) | Class A Common Stock | 0 (4) |
| Class B Common Stock | (5) | | | | | | (5) | (5) | Class A Common Stock | 2,171,250 |
| Class B Common Stock | (5) | 12/31/2012 | G | V | 0 | (6) | (5) | (5) | Class A Common Stock | 0 (6) |
| Class B Common Stock | (5) | 01/02/2013 | G | V | 0 | (6) | (5) | (5) | Class A Common Stock | 0 (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH O BRUTON C/O SONIC AUTOMOTIVE, INC. 5401 EAST INDEPENDENCE BOULEVARD CHARLOTTE, NC 28212 | X | X | Chairman and CEO | |

Signatures

/s/ O. Bruton
Smith

01/02/2013

__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).

(1) The reporting person gifted a 3.1685% interest in OBS Holdings, LLC, a North Carolina limited liability company ("Holdings"), to O. Bruton Smith Family Irrevocable Trust dated December 11, 2012 (the "Trust"), the beneficiaries of which are Mr. Smith's children and lineal descendants. The reporting person is the sole manager and a member of Holdings.

(2) Reflects securities held by Holdings and Sonic Financial Corporation ("SFC"). The reporting person is the chief executive officer and majority shareholder of SFC. SFC owns directly 8,881,250 shares of Sonic Automotive, Inc.'s Class B Common Stock. The reporting person disclaims beneficial ownership of shares held by SFC and interests in Holdings, except to the extent of his pecuniary interest therein.

(3) The reporting person sold an 11.8819% interest in Holdings to OBS Family, LLC, a North Carolina limited liability company ("Family"). The reporting person is the sole manager of Family. Family is owned equally by each of the reporting person's children.

(4) The reporting person sold an 11.8315% interest in Holdings to the Trust.

(5) Shares of Sonic Automotive, Inc.'s Class B Common Stock are convertible into shares of Sonic Automotive, Inc.'s Class A Common Stock on a 1-for-1 basis at the option of the reporting person and there is no expiration date.

(6) The reporting person gifted a less than 1% interest in SFC to each of his four children.

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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