

BROOKS WILLIAM R
Form 4
April 28, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
BROOKS WILLIAM R

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 BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2010

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

(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

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	04/26/2010		<u>M</u> ⁽¹⁾	A	\$ 11.19	51,988	D
Class A Common Stock	04/26/2010		<u>S</u> ⁽¹⁾	D	\$ 13.12 ⁽²⁾	39,488	D
Class A Common Stock	04/27/2010		<u>M</u> ⁽¹⁾	A	\$ 11.19	51,988	D
Class A Common Stock	04/27/2010		<u>S</u> ⁽¹⁾	D	\$	39,488	D

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Common Stock 11.46
(3)

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

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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⁾	12,500	04/28/2003	04/28/2010	Class A Common Stock	12,500
Options to purchase	\$ 11.19	04/27/2010		M ⁽¹⁾	12,500	04/28/2003	04/28/2010	Class A Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROOKS WILLIAM R
C/O SONIC AUTOMOTIVE, INC.
5401 EAST INDEPENDENCE BOULEVARD
CHARLOTTE, NC 28212

X

Signatures

/s/ William R. Brooks 04/28/2010

**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) 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.

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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