

SMITH BRYAN SCOTT
Form 4
January 02, 2013

FORM 4

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

OMB APPROVAL

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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)

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)

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 (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | 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 Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|---------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | (Instr. 5) |
|----------------------|------------------------------|------------------|------------|--|-----|-----|------------------|-----------------|----------------------|----------------------------|------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Class B Common Stock | (1) | 12/28/2012 | G | V | 0 | (2) | (1) | (1) | Class A Common Stock | (2) | (2) |
| Class B Common Stock | (1) | 12/28/2012 | J | | 0 | (3) | (1) | (1) | Class A Common Stock | (3) | (3) |
| Class B Common Stock | (1) | 12/28/2012 | J | | 0 | (4) | (1) | (1) | Class A Common Stock | (4) | (4) |
| Class B Common Stock | (1) | | | | | | (1) | (1) | Class A Common Stock | 900,765 | |
| Class B Common Stock | (1) | 12/28/2012 | G | V | 0 | (5) | (1) | (1) | Class A Common Stock | (5) | (5) |
| Class B Common Stock | (1) | 12/28/2012 | G | V | 0 | (6) | (1) | (1) | Class A Common Stock | (6) | (6) |
| Class B Common Stock | (1) | | | | | | (1) | (1) | Class A Common Stock | 76,110 | |
| Class B Common Stock | (1) | 12/31/2012 | G | V | 0 | (8) | (1) | (1) | Class A Common Stock | (8) | (8) |
| Class B Common Stock | (1) | 01/02/2013 | G | V | 0 | (8) | (1) | (1) | Class A Common Stock | (8) | (8) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH BRYAN SCOTT C/O SONIC AUTOMOTIVE, INC. 4401 COLWICK ROAD | X | | President and CSO | |

CHARLOTTE, NC 28211

Signatures

/s/ Stephen K. Coss, as
Attorney-in-Fact

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) 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.

The reporting person is a co-trustee and beneficiary of O. Bruton Smith Family Irrevocable Trust dated December 11, 2012 (the "Trust"), which received a 3.1685% interest in OBS Holdings, LLC, a North Carolina limited liability company ("Holdings") from Mr. O. Bruton

- (2) Smith by gift. Holdings is an indirect holder of 8,881,250 shares of Sonic Automotive, Inc.'s Class B Common Stock. The reporting person disclaims beneficial ownership of shares held by the Trust, SFC and interests in Holdings, except to the extent of his pecuniary interest therein.

- (3) Reflects purchase of an 11.8819% interest in Holdings by OBS Family, LLC, a North Carolina limited liability company ("Family"), of which the reporting person and his three siblings each own a 25% equity interest. The reporting person disclaims beneficial ownership of shares held by Family, except to the extent of his pecuniary interest therein.

- (4) Reflects purchase of an 11.8315% interest in Holdings by the Trust.

- (5) The reporting person gifted a 0.5% interest in BWI (defined below) to each of his three minor children.

- (6) The reporting person transferred a 17.5% interest in BWI (defined below) to his wife, as trustee for the Rollins GST Trust u/a/d 12/12/12.

- (7) The reporting person gifted 900,765 shares of Sonic Automotive, Inc.'s Class B Common Stock to BWI Financial, LLC, a North Carolina limited liability company ("BWI"). The reporting person is the sole manager and a member of BWI.

- (8) The reporting person received a gift of less than 1.0% of the outstanding stock of Sonic Financial Corporation ("SFC") from Mr. O. Bruton Smith. SFC holds directly 8,881,250 shares of Sonic Automotive, Inc.'s Class B Common Stock.

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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