

SMITH DAVID BRUTON
Form 4
March 26, 2013

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

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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 DAVID BRUTON

(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)

03/22/2013

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)

Executive Vice 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 (A) or (D) Price		
Class A Common Stock	03/22/2013		A		11,674 ⁽¹⁾ \$ 0	D	
Class A Common Stock	03/22/2013		A		44,647 ⁽³⁾ \$ 0	D	
Class A Common Stock	03/22/2013		D		3,424 ⁽⁴⁾ \$ 0	D	
Class A Common					69,686 ⁽²⁾	I	As a member of SMDA

Stock

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH DAVID BRUTON C/O SONIC AUTOMOTIVE, INC. 4401 COLWICK ROAD CHARLOTTE, NC 28211	X		Executive Vice President	

Signatures

/s/ David Bruton
Smith 03/26/2013

__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) Represents shares of Class A Common Stock issuable upon conversion of restricted stock units granted by the Compensation Committee of Sonic Automotive, Inc. pursuant to the Sonic Automotive, Inc. 2004 Stock Incentive Plan. The restricted stock units may only be settled in shares of Class A Common Stock and are subject to a one-year defined earnings per share performance condition. The restricted stock units will vest on March 31, 2014 if such performance condition is met.

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- (2) Mr. Smith disclaims beneficial ownership of the shares held by SMDA Development I, LLC except to the extent of his pecuniary interest, if any, therein.
- (3) Represents shares of Class A Common Stock issuable upon conversion of restricted stock units granted by the Compensation Committee of Sonic Automotive, Inc. pursuant to the Sonic Automotive, Inc. 2004 Stock Incentive Plan. The restricted stock units may only be settled in shares of Class A Common Stock and are subject to forfeiture based on the satisfaction of performance criteria for fiscal year 2013. If the performance criteria are met, this award will vest in three annual installments, with twenty-five percent (25%) of the shares vesting on March 31, 2014, thirty percent (30%) of the shares vesting on March 22, 2015 and forty-five percent (45%) of the shares vesting on March 22, 2016.
- (4) Represents the forfeiture of restricted stock units granted pursuant to the Sonic Automotive, Inc. 2004 Stock Incentive Plan on March 2, 2012 based on the achievement of performance criteria for fiscal year 2012.

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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