SMITH MARCUS G Form 4

October 01, 2018

FORM 4

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

OMB

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **SMITH MARCUS G**

2. Issuer Name and Ticker or Trading Symbol

SONIC AUTOMOTIVE INC [SAH]

5. Relationship of Reporting Person(s) to

Issuer

3. Date of Earliest Transaction

(Check all applicable)

5555 CONCORD PARKWAY

(First)

(Street)

(Month/Day/Year) 09/27/2018

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

SOUTH

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

CONCORD, NC 28207

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Security

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or

(Instr. 3, 4 and 5)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

or Exercise

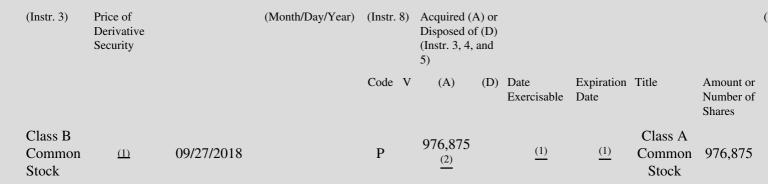
3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SMITH MARCUS G

5555 CONCORD PARKWAY SOUTH

CONCORD, NC 28207

Signatures

Reporting Person

/s/ Marcus G.
Smith

**Signature of 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.
- (2) The reported securities were purchased in a private, non-market transaction and are held by Sonic Financial Corporation ("SFC"), a North Carolina corporation of which the reporting person is a shareholder and an officer.
- (3) Based solely on the average of the closing price of Sonic Automotive, Inc.'s Class A Common Stock for the 30-day trading period ended September 21, 2018, as reported by the New York Stock Exchange.
- (4) Represents the entire amount of Sonic Automotive, Inc.'s Class B Common Stock held by SFC. The reporting person disclaims beneficial ownership of Sonic Automotive, Inc.'s Class B Common Stock held by SFC, except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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