SMITH DAVID BRUTON

Form 4 March 11, 2019

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

January 31, Expires: 2005

Form 5 obligations may continue. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Addi SMITH DAVI	•	_	2. Issuer Name and Ticker or Trading Symbol SONIC AUTOMOTIVE INC [SAH]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
C/O SONIC AUTOMOTIVE, INC., 4401 COLWICK ROAD		IVE,	(Month/Day/Year) 03/08/2019	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chief Executive Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHARLOTTE, NC 28211			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	^(Zip) Tabl	e I - Non-D	erivative Se	ecuritie	es Acqu	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if		4. Securitie on(A) or Disp	osed o		5. Amount of Securities	6. Ownership Form: Direct	Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4	and 5)		Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					(A) or		Reported Transaction(s)		
C1 .			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	03/08/2019		A	126,075 (1)	A	\$0	406,816	D	

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

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						,
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				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	X	Chief Executive Officer				

Signatures

/s/ David Bruton
Smith

**Signature of Reporting Person

O3/11/2019

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).

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. 2012 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 2019. 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, 2020, thirty percent (30%) of the shares vesting on March 8, 2021, and forty-five percent (45%) of the shares vesting on March 8, 2022.

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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