

Edgar Filing: SONIC AUTOMOTIVE INC - Form 4

SONIC AUTOMOTIVE INC
 Form 4
 July 02, 2001

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/          OMB APPROVAL          /
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 | FORM 4 |
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U.S. SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

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
 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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Smith	O.	Bruton
(Last)	(First)	(Middle)
c/o Sonic Automotive, Inc. 5401 E. Independence Blvd.		
(Street)		
Charlotte	NC	28212
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol Sonic Automotive, Inc. (SAH)

3. I.R.S. Identification Number of Reporting Person, if an entity
 (voluntary)

4. Statement for Month/Year 6/01

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director
 Officer
 10% Owner
 Other

 (specify below)

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(give title below)
Chairman and CEO

7. 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. Trans-action Date (Month/Day/Year)	3. Trans-action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 a	
			Code	V	Amount		(A) or (D)
Class A Common Stock	6/18/01	J (1)			100,000	D (1)	5,400

(1) On June 18, 2001, Mr. Smith transferred 100,000 shares of Sonic's Class A Common Stock beneficially owned by Mr. Smith to Egan Group, LLC (a member of the "Smith Group" as defined in Sonic's Charter) in consideration for Egan Group, LLC transferring 100,000 shares of Sonic's Class B Common Stock beneficially owned by Egan Group, LLC to Mr. Smith. This transaction is being reported on Form 4 as a conversion exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) promulgated thereunder and related SEC guidance.

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)
			Code V

Class B Common Stock	(2)	6/18/01	J (2)
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Table II--Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	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 at End of Month (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Class B Common Stock	immed.	N/A	Class A Common Stock	100,000	(2)	11,052

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Explanation of Responses:

- (2) On June 18, 2001, Mr. Smith transferred 100,000 shares of Sonic's Class A Common Stock beneficially owned by Mr. Smith to Egan Group, LLC (a member of the "Smith Group" as defined in Sonic's Charter) in consideration for Egan Group, LLC transferring 100,000 shares of Sonic's Class B Common Stock beneficially owned by Egan Group, LLC to Mr. Smith. This transaction is being reported on Form 4 as a conversion exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) promulgated thereunder and related SEC guidance.
- (3) Of the 11,052,500 shares of Sonic's Class B Common Stock shown as beneficially owned by Mr. Smith in the table above, 2,171,250 shares are held directly by Mr. Smith and 8,881,250 shares are held indirectly by Mr. Smith through Sonic Financial Corporation. Mr. Smith owns the substantial majority of stock of Sonic Financial Corporation.

/s/ O. Bruton Smith	6/29/01
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**Signature of Reporting Person	Date

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

* If this 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).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.