

Byrd Heath
Form 3
April 09, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Byrd Heath

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/01/2013

3. Issuer Name and Ticker or Trading Symbol
SONIC AUTOMOTIVE INC [SAH]

4. Relationship of Reporting Person(s) to Issuer

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

C/O SONIC AUTOMOTIVE,
INC., 4401 COLWICK ROAD

(Street)

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer ____ Other
(give title below) (specify below)
EVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

CHARLOTTE, NC 28211

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class A Common Stock

53,763 ⁽¹⁾

D

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Byrd Heath C/O SONIC AUTOMOTIVE, INC. 4401 COLWICK ROAD CHARLOTTE, NC 28211	Â	Â	Â	EVP and CFO Â

Signatures

/s/ Heath R. Byrd 04/09/2013

 **Signature of Date
 Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Includes 42,098 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, 1,911 of which are subject to a one year defined earnings per share performance condition and will vest on March 31, 2014 if the performance condition is met and (1) 40,187 of which are subject to forfeiture based on the satisfaction of performance criteria for fiscal year 2013 and, if the performance criteria are met, 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. Restricted stock units may only be settled in shares of Class A 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. 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.