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SONIC AUTOMOTIVE INC
Form 5
February 12, 2002

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FORM 5

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

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
ANNUAL 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
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Smith, O. Bruton
(Last) (First) (Middle)
c/o Sonic Automotive, Inc.
5401 E. Independence Blvd.
(Charlotte, NC 28212)
(Charlotte) (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 12/01

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

- Relationship of Reporting Person(s) to Issuer (Check all applicable)
[X] Director [X] Officer [X] 10% Owner [] Other
(give title below) (specify below)
Chairman and Chief Executive Officer

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7. Individual or Joint/Group Reporting (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 Issuer's Fiscal Year (Instr. 3)
			Amount	(A) or (D)	Price

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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. Conver- sion or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)
Options to Purchase	\$16.51	10/11/01	A

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6. Date Exer- cisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4)	10
Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares		
4/11/02	10/11/11	Class A common stock	100,000	650,000	

Explanation of Responses:

/s/ O. Bruton Smith February 6, 2002

**Signature of Reporting Person Date
** 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.