

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

SONIC AUTOMOTIVE, INC.
 (Exact Name of Registrant as Specified in its Charter)

DELAWARE
 (State or Other Jurisdiction
 Of Incorporation or Organization)

56-2010790
 (I.R.S. Employer
 Identification No.)

5401 EAST INDEPENDENCE BOULEVARD
 P.O. Box 18747
 CHARLOTTE, NORTH CAROLINA
 (Address of Principal Executive Offices)

28212
 (Zip Code)

SONIC AUTOMOTIVE, INC. FORMULA STOCK OPTION PLAN FOR INDEPENDENT DIRECTORS
 (Full Title of Plan)

MR. O. BRUTON SMITH
 CHAIRMAN AND CHIEF EXECUTIVE OFFICER
 SONIC AUTOMOTIVE, INC.
 5401 E. INDEPENDENCE BOULEVARD
 P.O. BOX 18747
 CHARLOTTE, NORTH CAROLINA 28212
 (704) 532-3320
 (Name, Address and Telephone Number, including Area Code, of Agent for Service)

COPIES TO:

PETER J. SHEA, ESQ.
 PARKER, POE, ADAMS & BERNSTEIN L.L.P.
 2500 CHARLOTTE PLAZA, CHARLOTTE, NORTH CAROLINA 28244
 TELEPHONE (704) 372-9000

<TABLE>

<S>	CALCULATION OF REGISTRATION FEE			
	<C>	<C>	<C>	<C>
Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Class A Common Stock, par value \$0.01 per share	300,000	\$14.50	\$4,350,000	\$1,285

</TABLE>

PART I

INFORMATION REQUIRED IN THE
 SECTION 10(A) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 (plan information and registrant information) will be sent or given to employees as specified by Securities and Exchange Commission Rule 428(b)(1). Such documents need not be filed with the Securities and Exchange Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents, which include the statement of availability required by Item 2 of Form S-8, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Form S-8 (Part II hereof), taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933, as amended (the "Securities Act").

PART II

INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Securities and Exchange Commission allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring to those documents. The information incorporated by reference is considered to be part of this Registration Statement, and information that we file later with the Securities and Exchange Commission will automatically update and supersede this information. Sonic Automotive, Inc. (the "Company," and sometimes referred to herein as the "Registrant") incorporates by reference the documents listed below and any future filings made with the Securities and Exchange Commission under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"):

- (i) the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 1997 (File No. 1-13395);
- (ii) the Company's Amended Annual Report on Form 10-K/A for the year ended December 31, 1997;
- (iii) the Company's Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 1998;
- (iv) the Company's Quarterly Report on Form 10-Q for its fiscal quarter ended June 30, 1998;
- (v) the Company's Quarterly Report on Form 10-Q for its fiscal quarter ended September 30, 1998;
- (vi) the Company's Current Reports on Form 8-K, filed the following dates: March 30, 1998, July 9, 1998, and July 24, 1998;
- (vii) the Company's Amended Current Report on Form 8-K/A, filed on July 24, 1998, amending its Current Report on Form 8-K filed on March 30, 1998;
- (viii) the Company's Amended Current Report on Form 8-K/A, filed on August 20, 1998, amending its Current Report on Form 8-K filed on July 24, 1998;
- (ix) the description of the Company's Class A Common Stock contained in the Company's Registration Statement on Form 8-A, as amended, filed with the SEC pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and
- (x) the Company's Definitive Proxy Materials dated November 2, 1998.

All documents subsequently filed by the Registrant pursuant to sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 6. Indemnification of Officers and Directors

2

The Registrant's Bylaws effectively provide that the Registrant shall, to the full extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time ("Section 145"), indemnify all persons whom it may indemnify pursuant thereto. In addition, the Registrant's Certificate of Incorporation eliminates personal liability of its directors to the full extent permitted by Section 102(b)(7) of the General Corporation Law of the State of Delaware, as amended from time to time ("Section 102(b)(7)").

Section 145 permits a corporation to indemnify its directors and officers against expenses (including attorneys' fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by them in connection with any action, suit or proceeding brought by a third party if such directors or officers acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reason to believe their conduct was unlawful. In a derivative action, indemnification may be made only for expenses actually and reasonably incurred by directors and officers in connection with the defense or settlement of an action or suit and only with respect to a matter as to which they shall have acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made if such person shall have been adjudged liable to the corporation, unless and only to the extent that the court in which the action or suit was brought shall determine upon application that the defendant officers or directors are reasonably entitled to indemnity for such expenses despite such adjudication of liability.

Section 102(b)(7) provides that a corporation may eliminate or limit the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for willful or negligent conduct in paying dividends or repurchasing stock out of other than lawfully available funds, or (iv) for any transaction from which the director derived an improper personal benefit. No such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective.

The Company maintains insurance against liabilities under the Securities Act for the benefit of its officers and directors.

Item 8. Exhibits

Exhibit Number -----	Description -----
4.1*	Sonic Automotive, Inc. Formula Stock Option Plan For Independent Directors (the "Plan") (incorporated by reference to Exhibit 10.69 to the Company's Amended Annual Report on Form 10-K/A for the year ended December 31, 1997 (File No. 1-13395))
4.2*	Form of Formula Stock Option Agreement and Grant pursuant to the Sonic Automotive, Inc. Formula Stock Option Plan For Independent Directors (included within the Plan)
5.1	Opinion of Parker, Poe, Adams & Bernstein L.L.P. regarding the legality of securities registered
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Parker, Poe, Adams & Bernstein L.L.P. (included in Exhibit 5.1 to this Registration Statement)

* Filed Previously

Item 9. Undertakings

- (a) The undersigned Registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;
- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or most recent post-effective amendment thereof) which, individually or in the aggregate, represent a

fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered), any deviation from the high or low end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, Form S-8, or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement;

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof; and
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

[Signatures begin on next page]

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on December 30, 1998.

Sonic Automotive, Inc.

BY: /s/ O. BRUTON SMITH

O. Bruton Smith
Chairman and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned directors and officers of Sonic Automotive, Inc., do hereby constitute and appoint Messrs. O. Bruton Smith, Bryan Scott Smith, and Theodore M. Wright, each with full power of substitution, our true and lawful attorney-in-fact and agent to do any and all acts and things in our names and in our behalf in our capacities stated below, which acts and things either of them may deem necessary or advisable to enable Sonic Automotive, Inc. to comply with the Securities Act, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but not limited to, power and authority to sign for any and all of us in our names, in the capacities stated below, any and all amendments (including post-effective amendments) hereto and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission; and we do hereby ratify and confirm all that they shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<S>	<C>	<C>
Signature -----	Title -----	Date ----
/s/ O. BRUTON SMITH _____ O. Bruton Smith	Chief Executive Officer (principle executive officer) and Chairman	December 30, 1998
/s/ B. SCOTT SMITH _____ B. Scott Smith	President, Chief Operating Officer and Director Chief Financial Officer, Vice President-Finance, Treasurer, Secretary (Principle Financial and Accounting Officer) and Director	December 30, 1998
/s/ THEODORE M. WRIGHT _____ Theodore M. Wright		December 30, 1998
/s/ DENNIS D. HIGGINBOTHAM _____ Dennis D. Higginbotham	President -- Retail Operations and Director	December 30, 1998
/s/ WILLIAM R. BROOKS _____ William R. Brooks	Director	December 30, 1998
/s/ WILLIAM P. BENTON _____ William P. Benton	Director	December 30, 1998
/s/ WILLIAM I. BELK _____ William I. Belk	Director	December 30, 1998

</TABLE>

INDEX TO EXHIBITS

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- 4.2* Form of Formula Stock Option Agreement and Grant pursuant to the Sonic Automotive, Inc. Formula Stock Option Plan For Independent Directors (included within the Plan)
- 5.1 Opinion of Parker, Poe, Adams & Bernstein L.L.P. regarding the legality of securities registered
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* Filed Previously.

December 28, 1998

Board of Directors
Sonic Automotive, Inc.
5401 East Independence Boulevard
Charlotte, North Carolina 28212

Dear Sirs:

We are acting as counsel to Sonic Automotive, Inc., a Delaware corporation (the "Company"), in connection with the preparation, execution, filing and processing with the Securities and Exchange Commission (the "Commission"), pursuant to the Securities Act of 1933, as amended (the "Act"), of a Registration Statement on Form S-8 (the "Registration Statement") relating to the issuance and sale of up to 300,000 shares (the "Shares") of Class A Common Stock, par value \$.01 per share (the "Common Stock"), reserved for issuance under the Company's Formula Stock Option Plan for Independent Directors (the "Plan"). This opinion is furnished to you for filing with the Commission pursuant to Item 601(b)(5) of Regulation S-K promulgated under the Act.

In our representation of the Company, we have examined the Registration Statement, the Plan, the Company's Certificate of Incorporation and Bylaws, as amended to date, all actions of the Company's Board of Directors recorded in the Company's minute book, the form of certificate evidencing the Shares and such other documents as we have considered necessary for purposes of rendering the opinions expressed below.

Based upon the foregoing, we are of the following opinions:

1. The Company is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Delaware; and

2. The Shares proposed to be offered and sold by the Company under the Plan have been duly authorized for issuance and, subject to the Registration Statement becoming effective under the Act and to compliance with any applicable state securities laws and to the issuance of such Shares in accordance with the provisions of the Plan, the Shares will be, when so issued, legally issued, fully paid and non-assessable shares of Common Stock of the Company.

The opinions expressed herein are limited to the laws of the State of North Carolina, the General Corporation Law of the State of Delaware and the Act.

Insofar as our opinion relates to the good standing and existence of the Company, we have relied upon a certificate of good standing from the Secretary of State of the State of

Board of Directors
Sonic Automotive, Inc.
December 28, 1998
Page 2

Delaware with respect to the Company, no further investigation having been performed by or requested of us.

We hereby consent to the use of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ PARKER, POE, ADAMS & BERNSTEIN LLP

Parker, Poe, Adams & Bernstein LLP

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Sonic Automotive, Inc. on Form S-8 of our report dated March 2, 1998 (March 24, 1998 as to Notes 2 and 8), appearing in the Annual Report on Form 10-K of Sonic Automotive, Inc. for the year ended December 31, 1997, and our reports dated May 11, 1998, May 22, 1998, and June 4, 1998, for Economy Cars, Inc., Hatfield Automotive Group, and Casa Ford of Houston, Inc., respectively, appearing in the Form 8-K (as amended) of Sonic Automotive, Inc. dated July 9, 1998.

/s/ DELOITTE & TOUCHE LLP

Charlotte, North Carolina

December 28, 1998