

<TABLE>
<S>

<C>

<C>

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB

APPROVAL

[] Check this box if no longer
3235-0287

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number:

subject to Section 16. Form

4 or Form 5 obligations may
December 31, 2005

Expires:

continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act

average burden

of 1934, Section 17(a) of the Public Utility Holding Company

Estimated

(Print or Type Responses)
response.... 0.5

Act of 1935 or Section 30(f) of the Investment Company Act of 1940

hours per

1. Name and Address of Reporting Person*
Reporting Person(s)

2. Issuer Name and Ticker or Trading Symbol

6. Relationship of

Rachor, Jeffrey C.

Sonic Automotive, Inc. (SAH)

to Issuer

applicable)

(Check all

(Last) (First) (Middle)

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

4. Statement for
Month/Year

[X] Director
[X] Officer (give

c/o Sonic Automotive, Inc.
title below)

[] 10% Owner
[] Other (Specify

5401 E. Independence Blvd.
below)

(voluntary)

2/02

Executive VP of

Retail Operations

(Street)

5. If Amendment,

7. Individual or

Joint/Group Filing

Date of Original

(Check Applicable

Line)

Charlotte, NC 28212

(Month/Year)

[X] Form filed by

One Reporting

Person

More than One

[] Form filed by

Reporting Person

(City) (State) (Zip)

Table I-- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<CAPTION>

1. Title of Security
7. Nature of
(Instr. 3)
Indirect

2. Transaction Date

3. Transaction Code

Acquired (A)

5. Amount of

6. Ownership

or Beneficial

(Instr.8) or Disposed

Beneficially

Form:

Direct (D)

(I) Ownership

(Month/Day/Year)

of (D) (Instr.

Owned at End

Indirect

3, 4 and 5)

of Month

(Instr. 4)

(Instr. 3 and
4)

(Instr. 4)

Code V Amount (A) or (D) Price

<S>

<C>

<C>

<C>

<C>

<C> <C>

<C>

<C>

<C>

| | | | | | | | |
|----------------------|----------|---|--------|---|-----------|--|---|
| Class A Common Stock | 02/11/02 | M | 28,168 | A | \$6.00 | | D |
| Class A Common Stock | 02/11/02 | M | 1,832 | A | \$11.1875 | | D |
| Class A Common Stock | 02/12/02 | M | 14,835 | A | \$11.1875 | | D |
| Class A Common Stock | 02/12/02 | M | 15,165 | A | \$7.9375 | | D |
| Class A Common Stock | 02/12/02 | M | 5,600 | A | \$7.9375 | | D |
| Class A Common Stock | 02/13/02 | M | 5,000 | A | \$7.9375 | | D |
| Class A Common Stock | 02/14/02 | M | 7,400 | A | \$7.9375 | | D |
| Class A Common Stock | 02/15/02 | M | 6,835 | A | \$7.9375 | | D |
| Class A Common Stock | 02/11/02 | S | 30,000 | D | \$23.61 | | D |
| Class A Common Stock | 02/12/02 | S | 30,000 | D | \$23.33 | | D |

</TABLE>

| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
|---------------------------|----------|-----|-------|-----|---------|--------|-----|
| Class A Common Stock D | 02/12/02 | S | 5,600 | D | \$23.32 | | |
| Class A Common Stock D | 02/13/02 | S | 5,000 | D | \$24.25 | | |
| Class A Common Stock D | 02/14/02 | S | 7,400 | D | \$24.75 | | |
| Class A Common Stock D | 02/15/02 | S | 6,835 | D | \$23.96 | 42,302 | |

</TABLE>

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

<TABLE>
<CAPTION>

| 1. Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |
|-----------------------------------|--|--------------------------------------|--------------------------------|---|--|
|-----------------------------------|--|--------------------------------------|--------------------------------|---|--|

| Expiration Date | | | Code | V | (A) | (D) | Date Exercisable | |
|------------------------------|-----------|----------|------|-----|-----|--------|------------------|-----|
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| Options to Purchase 11/17/07 | \$ 6.00 | 02/11/02 | M | | | 28,168 | (1) | |
| Options to Purchase 04/28/10 | \$11.1875 | 02/11/02 | M | | | 1,832 | 04/28/01 | |
| Options to Purchase 04/28/10 | \$11.1875 | 02/12/02 | M | | | 14,835 | 04/28/01 | |
| Options to Purchase 10/05/10 | \$ 7.9375 | 02/12/02 | M | | | 15,165 | 04/05/01 | |
| Options to Purchase 10/05/10 | \$ 7.9375 | 02/12/02 | M | | | 5,600 | 04/05/01 | |
| Options to Purchase 10/05/10 | \$ 7.9375 | 02/13/02 | M | | | 5,000 | 04/05/01 | |
| Options to Purchase 10/05/10 | \$ 7.9375 | 02/14/02 | M | | | 7,400 | 04/05/01 | |
| Options to Purchase 10/05/10 | \$ 7.9375 | 02/15/02 | M | | | 6,835 | 04/05/01 | |

<CAPTION>

| 7. Title and Nature of Indirect Beneficial Ownership (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 11. |
|---|--|--|---|-----|
|---|--|--|---|-----|

| Title | Amount or Number of Shares |
|-------|----------------------------|
|-------|----------------------------|

| | | | | | |
|----------------------|--------|-----|---------|-----|-----|
| <S> | <C> | <C> | <C> | <C> | <C> |
| Class A Common Stock | 28,168 | | | D | |
| ----- | | | | | |
| Class A Common Stock | 1,832 | | | D | |
| ----- | | | | | |
| Class A Common Stock | 14,835 | | | D | |
| ----- | | | | | |
| Class A Common Stock | 15,165 | | | D | |
| ----- | | | | | |
| Class A Common Stock | 5,600 | | | D | |
| ----- | | | | | |
| Class A Common Stock | 5,000 | | | D | |
| ----- | | | | | |
| Class A Common Stock | 7,400 | | | D | |
| ----- | | | | | |
| Class A Common Stock | 6,835 | | 193,333 | D | |
| ----- | | | | | |

</TABLE>

Explanation of Responses:

(1) Of the total options to purchase 28,168 shares shown, options to purchase 14,083 shares became exercisable on 11/17/00, options to purchase 14,084 shares became exercisable on 11/17/99, and options to purchase 1 share became exercisable on 11/17/98.