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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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|--|--|---|
| 1. Name and Address of Reporting Person * <u>SMITH DAVID BRUTON</u> (Last) (First) (Middle) C/O SONIC AUTOMOTIVE, INC. 4401 COLWICK ROAD (Street) CHARLOTTE NC 28211 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>SONIC AUTOMOTIVE INC [SAH]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">Chairman and CEO</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/10/2024 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 05/10/2024 | | M | | 1,747 | A | \$16.76 | 584,801 | D | |
| Class A Common Stock | 05/10/2024 | | S | | 1,747 | D | \$58.5048 ⁽¹⁾ | 583,054 | D | |
| Class A Common Stock | 05/13/2024 | | M | | 20,653 | A | \$16.76 | 603,707 | D | |
| Class A Common Stock | 05/13/2024 | | S | | 20,653 | D | \$59.2631 ⁽²⁾ | 583,054 | D | |
| Class A Common Stock | 05/14/2024 | | M | | 41,770 | A | \$16.76 | 624,824 | D | |
| Class A Common Stock | 05/14/2024 | | S | | 41,770 | D | \$59.2681 ⁽³⁾ | 583,054 | D | |
| Class A Common Stock | | | | | | | | 836,534 | I | by OBS Family, LLC ⁽⁴⁾ |

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. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Options to purchase | \$16.76 | 05/10/2024 | | M | | 1,747 | | 04/10/2020 ⁽⁵⁾ | 04/10/2030 | Class A Common Stock | 1,747 | \$0 | 79,069 | D | |
| Options to purchase | \$16.76 | 05/13/2024 | | M | | 20,653 | | 04/10/2020 ⁽⁵⁾ | 04/10/2030 | Class A Common Stock | 20,653 | \$0 | 58,416 | D | |
| Options to purchase | \$16.76 | 05/14/2024 | | M | | 41,770 | | 04/10/2020 ⁽⁵⁾ | 04/10/2030 | Class A Common Stock | 41,770 | \$0 | 16,646 | D | |

Explanation of Responses:

- This transaction was executed in multiple trades at prices ranging from \$58.29 per share to \$58.91 per share. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- This transaction was executed in multiple trades at prices ranging from \$58.29 per share to \$60.63 per share. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- This transaction was executed in multiple trades at prices ranging from \$58.81 per share to \$60.00 per share. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The reporting person disclaims beneficial ownership of such shares of Sonic Automotive, Inc.'s Class A Common Stock, except to the extent of his pecuniary interest therein.
- The date indicated is the grant date, and the options vest in three equal annual installments on the anniversary of the grant date, subject to continued employment requirements and compliance with certain restrictive covenants.

Remarks:

/s/ David B. Smith

05/14/2024

** Signature of Reporting Person

Date

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

* If the 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 is insufficient, see Instruction 6 for procedure.

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 Number.