

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* SMITH BRYAN SCOTT		2. Issuer Name and Ticker or Trading Symbol SONIC AUTOMOTIVE INC [SAH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice Chairman and CSO	
(Last) (First) (Middle) C/O SONIC AUTOMOTIVE, INC., 5401 EAST INDEPENDENCE BLVD.		3. Date of Earliest Transaction (Month/Day/Year) 02/20/2004			
(Street) CHARLOTTE, NC 28212		4. If Amendment, Date 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	
(City) (State) (Zip)					

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	02/20/2004		C	(1)	473	D	\$ 0 (1)	20,875	D	

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

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.

SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Common Stock	(2)	02/20/2004		C	(1)	473		(2)	(2)	Class A Common Stock	473	(1)	976,875	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH BRYAN SCOTT C/O SONIC AUTOMOTIVE, INC. 5401 EAST INDEPENDENCE BLVD. CHARLOTTE, NC 28212	X		Vice Chairman and CSO	

Signatures

/s/ Bryan Scott Smith	02/23/2004
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

* 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).

On February 20, 2004, Mr. Smith exchanged 473 shares of Sonic's Class A Common Stock beneficially owned by Mr. Smith for 473 shares of Sonic's Class B Common Stock beneficially owned by Egan Group, LLC (a member of the "Smith Group" as defined in Sonic's Charter). This transaction is being reported on Form 4 as a conversion exempt from (1) Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16(b)-6(b) promulgated thereunder and related SEC guidance. On February 20, 2004, the closing price of Sonic Automotive, Inc.'s Class A Common Stock on the New York Stock Exchange was \$23.62.

Shares of Class B Common Stock are convertible into shares of Class A Common Stock on a 1-for-1 basis at any time and from time to time at the option of the holder. Shares of (2) Class B Common Stock will automatically convert into shares of Class A Common Stock upon transfer of the shares of Class B Common Stock to individuals or entities who are not members of the "Smith Group" as defined in Sonic's Charter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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