

SMITH MARCUS G

Form 4/A

March 12, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SMITH MARCUS G

2. Issuer Name **and** Ticker or Trading
 Symbol
 SPEEDWAY MOTORSPORTS INC
 [TRK]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)
 5555 CONCORD PARKWAY
 SOUTH

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/07/2013

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
 Chief Operating Officer

(Street)
 CONCORD, NC 28027

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 03/08/2013

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)
Common Stock	03/07/2013		F	(A) or (D) D Amount 3,889 (1) Price \$ 17.19	110,175	D	
Common Stock					29,000,000 (2)	I	See Footnote (2)

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

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 (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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMITH MARCUS G
5555 CONCORD PARKWAY SOUTH X
CONCORD, NC 28027

Chief Operating Officer

Signatures

/s/ J. Cary Tharrington IV,
Attorney-in-Fact 03/12/2013

__Signature of Reporting Person

Date

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).

(1) Represents shares delivered by the reporting person to Speedway Motorsports, Inc. to satisfy withholding tax obligations due upon vesting of restricted stock units.

(2) The reported securities are held by Sonic Financial Corporation ("Sonic"), a North Carolina corporation and OBS Holdings, LLC ("Holdings"), a North Carolina limited liability company, of which Mr. Smith and his affiliates are stockholders and members, respectively. Mr. Smith disclaims beneficial ownership of the Speedway Motorsports, Inc. common stock held by Sonic and Holdings, except to the extent of his pecuniary interest therein.

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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