

Dealertrack Technologies, Inc
Form 4
February 04, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Oneil Mark F

2. Issuer Name **and** Ticker or Trading
Symbol
Dealertrack Technologies, Inc
[TRAK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1111 MARCUS AVE., SUITE M04
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2014

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, Pres. and CEO

LAKE SUCCESS, NY US 11042

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

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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/31/2014		M	(A) or (D) Amount 40,438 (2)	A \$ 0 288,442 (1)	D	
Common Stock	01/31/2014		F	(A) or (D) Amount 16,965 (3)	D \$ 46.65 271,477 (1)	D	
Common Stock					30,583	I	Trusts

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Performance Stock Unit	\$ 0	01/31/2014		M	29,410	01/31/2014 01/31/2014	Common Stock	29,410

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ONeil Mark F 1111 MARCUS AVE. SUITE M04 LAKE SUCCESS, NY US 11042	X Chairman, Pres. and CEO

Signatures

/s/ Gary Papilsky as attorney-in-fact for Mark O'Neil 02/04/2014

__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) Includes 66,134 restricted stock units.

(2) This amount represents the number of shares that the performance share units which vested on January 31, 2014 converted into based on the achievement of performance targets.

(3) Represents shares withheld from vested PSUs for the payment of applicable income and payroll withholding taxes due on vesting.

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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