

DealerTrack Holdings, Inc.
Form 4
July 12, 2007

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

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

C/O DEALERTRACK HOLDINGS,
INC., 1111 MARCUS AVENUE,
SUITE M04

(Street)

LAKE SUCCESS, NY 11042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DealerTrack Holdings, Inc. [TRAK]

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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		
Common Stock	07/10/2007		S <u>(1)</u>		200	D	\$ 38.79	331,569 <u>(2)</u>	D
Common Stock	07/10/2007		S <u>(1)</u>		325	D	\$ 38.8	331,244 <u>(2)</u>	D
Common Stock	07/10/2007		S <u>(1)</u>		300	D	\$ 38.81	330,944 <u>(2)</u>	D
Common Stock	07/10/2007		S <u>(1)</u>		100	D	\$ 38.83	330,844 <u>(2)</u>	D
Common Stock	07/10/2007		S <u>(1)</u>		800	D	\$ 38.85	330,044 <u>(2)</u>	D

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Common Stock	07/10/2007	<u>S(1)</u>	1,900	D	\$ 39	328,144 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	412	D	\$ 39.01	327,732 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	100	D	\$ 39.02	327,632 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	200	D	\$ 39.03	327,432 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	396	D	\$ 39.04	327,036 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	100	D	\$ 39.045	326,936 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	800	D	\$ 39.05	326,136 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	500	D	\$ 39.06	325,636 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	300	D	\$ 39.07	325,336 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	500	D	\$ 39.08	324,836 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	200	D	\$ 39.09	324,636 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	2,200	D	\$ 39.1	332,436 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	100	D	\$ 39.11	322,336 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	200	D	\$ 39.12	322,136 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	1,300	D	\$ 39.13	320,836 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	1,338	D	\$ 39.14	319,498 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	1,300	D	\$ 39.15	318,198 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	800	D	\$ 39.16	317,398 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	400	D	\$ 39.17	316,998 <u>(2)</u>	D
Common Stock	07/10/2007	<u>S(1)</u>	700	D	\$ 39.18	316,298 <u>(2)</u>	D
	07/10/2007	<u>S(1)</u>	300	D	\$ 39.19	315,998 <u>(2)</u>	D

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Common
Stock

Common Stock	07/10/2007	S ⁽¹⁾	333	D	\$ 39.2	315,665 ⁽²⁾	D
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Common Stock	07/10/2007	S ⁽¹⁾	300	D	\$ 39.21	315,365 ⁽²⁾	D
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Common Stock						50,583	I	By Spouse
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Common Stock						90,686	I	as Trustee for The Mark F. O'Neil Qualified Grantor Retained Annuity Trust
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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. 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

X

Reporting Owners

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ONeil Mark F
C/O DEALERTRACK HOLDINGS, INC.
1111 MARCUS AVENUE, SUITE M04
LAKE SUCCESS, NY 11042

Chairman of
Board, Pres. &
CEO

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Mark F.
O'Neil

07/12/2007

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2006 and amended on May 21, 2007.
 - (2) Includes 251,250 shares of restricted common stock.

Remarks:

Due to the SEC's row number limitations this Form 4 is being filed in four parts. This is part 2 of 4

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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