ONeil Mark F Form 4 January 03, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ONeil Mark F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

DealerTrack Holdings, Inc. [TRAK]

(Check all applicable)

(Last)

Common

Stock

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

\_X\_ Director

10% Owner Other (specify

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

12/31/2007

\_X\_\_ Officer (give title below)

Chairman of Board, Pres. & CEO

SUITE M04

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

90,686

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAKE SUCCESS, NY 11042

(City)	(State)	(Zip) Tab	le I - N	on-l	Derivativ	Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.	8)	4. Securi onor Dispo (Instr. 3,	sed of 4 and (A) or	Price	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	12/31/2007		A	V	121	A	\$ 28.4495 (1)	312,577 (2)	D	
Common Stock								50,583	I	By Spouse

as Trustee

for The Mark F. O'Neil Qualified Grantor

Retained Annuity Trust

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	nd 8. Pri	ce of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount o	of Deriv	ative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	ig Secur	ity	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr.	. 5)	Bene
	Derivative				Securities			(Instr. 3 an	nd 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Am	nount		
								or	iouni		
						Date	Expiration		mber		
						Exercisable	Date	of			
				Code V	(A) (D)				ares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 8	Director	10% Owner	Officer	Other			
ONeil Mark F C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042	X		Chairman of Board, Pres. & CEO				

## **Signatures**

/s/ Eric D. Jacobs as attorney-in-fact for Mark F. 01/03/2008 O'Neil

> \*\*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).
- Shares purchased through the Company's Employee Stock Purchase Plan at a 15% discount from the December 31, 2007 closing price of **(1)** \$33.47.
- (2) Includes 261,250 shares of restricted common stock.

Reporting Owners 2

#### Edgar Filing: ONeil Mark F - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.