ONeil Mark F Form 4 October 03, 2008

FORM 4

Check this box

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

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

| 1. Name and Address of Reporting Person * ONeil Mark F | | | 2. Issuer Name and Ticker or Trading Symbol DealerTrack Holdings, Inc. [TRAK] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|-----------|----------|--|--|--|--|--|
| (Last) (First) | | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| C/O DEALERTRACK HOLDINGS, INC., 1111 MARCUS AVENUE, SUITE M04 | | · · | (Month/Day/Year) 09/30/2008 | X Director 10% Owner X Officer (give title Other (specify below) Chairman of Board, Pres. & CEO | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| LAKE SUCCE | SS, NY 11 | 042 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) Tab | le I - Non-D | Derivative | Secur | ities Acq | uired, Disposed o | of, or Beneficia | lly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| G | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 09/30/2008 | | A V | 205 | A | 14.32 (1) | 340,857 (2) | D | |
| Common Stock | | | | | | | 50,583 | I | By Spouse |
| Common Stock | | | | | | | 63,496 (<u>3)</u> | I | as Trustee for The Mark F. O'Neil Qualified Grantor |

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

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response...

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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Titl | e and | 8. Price of |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|---------|----------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | Expiration D | ate | Amou | nt of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) |
| | Derivative | | • | | Securities | | | (Instr. | 3 and 4) | |
| | Security | | | | Acquired | | | | | |
| | • | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | Amount | |
| | | | | | | Date | Expiration | | or | |
| | | | | | | Exercisable | Date | Title N | Number | |
| | | | | | | | | | of | |
| | | | | Code V | (A) (D) | | | | Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|--------------------------------------|-------|--|--|--|
| . 0 | 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.
O'Neil 10/03/2008

Date

**Signature of Reporting Person

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) Shares purchased through the Company's Employee Stock Purchase Plan at a 15% discount from the September 30, 2008 closing price of \$16.84.
- (2) Includes 232,500 shares of restricted common stock.

Reporting Owners 2

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(3) On September 19, 2008, 27,190 shares owned by The Mark F. O'Neil Qualified Grantor Retained Annuity Trust were transferred to Mr. O'Neil.

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.