

ONeil Mark F
Form 4
March 28, 2012

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

(Last) (First) (Middle)

1111 MARCUS AVE., SUITE M04

(Street)

LAKE SUCCESS, NY US 11042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DealerTrack Holdings, Inc. [TRAK]

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

03/26/2012

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, Pres. and 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)
Common Stock	03/26/2012		M	30,000	A \$ 2.8	292,878 ⁽¹⁾	D
Common Stock	03/26/2012		S ⁽²⁾	30,000	D \$ 31.0776	262,878 ⁽¹⁾	D
Common Stock	03/27/2012		M	30,000	A \$ 2.8	292,878 ⁽¹⁾	D
Common Stock	03/27/2012		S ⁽²⁾	30,000	D \$ 30.9865	262,878 ⁽¹⁾	D
	03/28/2012		M	29,593	A \$ 2.8	292,471 ⁽¹⁾	D

Common
Stock

Common Stock	03/28/2012	S ⁽²⁾	29,593	D	\$ 29.9111 (5)	262,878 ⁽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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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 2.8	03/26/2012		M	30,000	01/01/2008	05/03/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 2.8	03/27/2012		M	30,000	01/01/2008	05/03/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 2.8	03/28/2012		M	29,593	01/01/2008	05/03/2014	Common Stock

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 F.
O'Neil

03/28/2012

__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 91,191 restricted stock units.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 22, 2011 as modified on March 16, 2012.

This transaction was executed in multiple trades at prices ranging from \$31.03 to \$31.275. The price reported above reflects the weighted
- (3) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$31.24 to \$30.99. The price reported above reflects the weighted
- (4) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$29.80 to \$30.04. The price reported above reflects the weighted
- (5) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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