Dealertrack Technologies, Inc
Form 4
March 03, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Furcolo Mark

(Last) (First) (Middle)

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

(Street)

LAKE SUCCESS, NY US 11042

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP, Lender Solutions

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/27/2014		M		5,865	A	$ 27.99	27,225 (1)	D	
Common Stock	02/27/2014		S		5,865	D	$ 54.281 (4)	21,360 (1)	D	
Common Stock	02/27/2014		M		4,748	A	$ 19.65	26,108 (1)	D	
Common Stock	02/27/2014		S		4,748	D	$ 54.281 (4)	21,360 (1)	D	

Common Stock	02/26/2014		A [5]		4,238	A	$ 0	21,360 [1]	D
Common Stock	02/24/2014		F		499 [10]	D	$ 54.4	16,623 [9]	D

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

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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 An Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A o N o
Non-Qualified Stock Option (right to buy)	$ 27.99	02/27/2014		D			5,865	[2]	02/28/2019	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 19.65	02/27/2014		D			4,748	[3]	02/24/2017	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 55.06	02/26/2014		A		11,905		[6]	02/26/2021	Common Stock	
Performance Stock Unit	$ 0	02/26/2014		A		4,259 [7]		[8]	02/26/2017	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Furcolo Mark C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE LAKE SUCCESS, NY US 11042			EVP, Lender Solutions	

Signatures

/s/ Gary Papilsky as attorney-in-fact for Mark Furcolo	03/03/2014
**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 16,584 restricted stock units.
(2)	25% of the shares subject to the option vested on February 28,2013, and 1/36th of the remaining shares subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on February 28, 2016.
(3)	25% of the shares subject to the option vested on February 24, 2012, and 1/36th of the remaining shares subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on February 24, 2015.
(4)	This transaction was executed in multiple trades at prices ranging from $54.01 to $55.07. The price reported above reflects the weighted 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.
(5)	Each restricted stock unit represents a contingent right to receive one share of Dealertrack common stock. The restricted stock units vest in four equal annual installments beginning February 26, 2015.
(6)	25% of the shares subject to the option will vest on February 26, 2015, and 1/36th of the remaining shares subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on February 26, 2018.
(7)	This amount represents the target number of PSUs (100%) awarded and is subject to adjustment ranging from 0% (threshold) to 150% (maximum) based on the percentage achievement of the performance goals.
(8)	The Performance Stock Units will vest in full on February 28, 2017 subject to the achievement of certain performance goals. These performance goals are equally based on both the Company's Revenue for calendar year 2014 and the total shareholder return of the Company's common stock as compared to other companies in the NASDAQ Software Index in the aggregate for calendar years 2014, 2015 and 2016.
(9)	Includes 12,346 restricted stock units.
(10)	Represents shares withheld from vested RSUs 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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