## Edgar Filing: ONeil Mark F - Form 4

ONeil Mark	F											
Form 4												
April 02, 20											PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check th if no lon subject t Section Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	<ul> <li>CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES</li> <li>ection 16(a) of the Securities Exchange Act of 1934,</li> <li>Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940</li> </ul>							Expires: January 31, 2005 Estimated average burden hours per response 0.5				
(Print or Type	Responses)											
1. Name and A ONeil Mark	Person <u>*</u>	2. Issuer Name <b>and</b> Ticker or Trading Symbol DealerTrack Holdings, Inc. [TRAK]						5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (	Middle)	3. Date of Earliest Transaction (Cl					(Check	eck all applicable)			
C/O DEALERTRACK HOLDINGS, INC., 1111 MARCUS AVENUE, SUITE M04			(Month/Day/Year) 04/01/2009						_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman of Board, Pres. & CEO			
				endmen nth/Day/		nte Origina	ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	LAT NU	on F	<b>Nominativ</b> a	Same	uiting A age	uired, Disposed of,	on Donoficial	w Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deem Execution any			3. 4. Securit Transaction(A) or Dis Code (Instr. 3, 4 (Instr. 8)			cquired d of (D) 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	
Common	04/01/2009			Code A		Amount 561	(D) A	Price \$ 11.135	327,869 <u>(2)</u>	D		
Stock	01/01/2007			11	·	501	11	(1) (1)	521,009 <u>~</u>	J		
Common Stock									50,583	Ι	By Spouse	

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day, e	6. Date Exercisable and Expiration Date (Month/Day/Year)		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Relationships							
Other							
z							

## **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 March 31, 2009 closing price of \$13.10.

(2) Includes 213,750 shares of restricted common stock and 80,000 restricted stock units.

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.