ONeil Mark F Form 4 January 29, 2009

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

(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

below)

DealerTrack Holdings, Inc. [TRAK]

(Check all applicable)

Chairman of Board, Pres. & CEO

(Last)

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

(Month/Day/Year)

01/27/2009

X Director 10% Owner Other (specify _X__ Officer (give title

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

(Street)

SUITE M04

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

LAKE SUCCESS, NY 11042

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative S	Securi	ties Acc	quired, Disposed	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. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount 80,000	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Stock	01/27/2009		A	(1)	A	\$ 0	370,857 <u>(2)</u>	D	
Common Stock							50,583	I	By Spouse
Common Stock							63,496	I	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.

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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. Transactio Code (Instr. 8)	5. Number of or 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 Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Non-Qualified Stock Option (right to buy)	\$ 11.76	01/27/2009		M	180,000	(3)	01/27/2016	Common Stock	18

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 01/29/2009

**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) 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 January 27, 2010.
- (2) Includes 232,500 shares of restricted common stock and 80,000 restricted stock units.
- (3) 25% of the shares subject to the option will vest on January 27, 2010, 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 January 26, 2013.

Reporting Owners 2

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