

ONeil Mark F
Form 4
March 28, 2012

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 *
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)
1111 MARCUS AVE., SUITE M04

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/26/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, Pres. and CEO

LAKE SUCCESS, NY US 11042

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price
Common Stock	03/26/2012		M		30,000	A	\$ 2.8
							292,878 ⁽¹⁾
Common Stock	03/26/2012		S ⁽²⁾		30,000	D	\$ 31.0776
							262,878 ⁽¹⁾
							⁽³⁾
Common Stock	03/27/2012		M		30,000	A	\$ 2.8
							292,878 ⁽¹⁾
Common Stock	03/27/2012		S ⁽²⁾		30,000	D	\$ 30.9865
							262,878 ⁽¹⁾
							⁽⁴⁾
	03/28/2012		M		29,593	A	\$ 2.8
							292,471 ⁽¹⁾

Common
Stock

Common Stock	03/28/2012		S ⁽²⁾	29,593	D	\$ 29.9111 <u>(5)</u>	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.

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.

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Neil 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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