

ONeil Mark F
Form 4
June 28, 2012

FORM 4

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

OMB APPROVAL

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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)
06/26/2012

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 | 06/26/2012 | | M | | 30,000 | A | \$ 2.8 |
| | | | | | | | 292,878 ⁽¹⁾ |
| Common Stock | 06/26/2012 | | S ⁽²⁾ | | 30,000 | D | \$ 29.1685 |
| | | | | | | | 262,878 ⁽¹⁾ |
| | | | | | | | ⁽³⁾ |
| Common Stock | 06/27/2012 | | M | | 30,000 | A | \$ 2.8 |
| | | | | | | | 292,878 ⁽¹⁾ |
| Common Stock | 06/27/2012 | | S ⁽²⁾ | | 30,000 | D | \$ 29.363 |
| | | | | | | | 262,878 ⁽¹⁾ |
| | | | | | | | ⁽⁴⁾ |
| Common Stock | 06/28/2012 | | M | | 3,100 | A | \$ 2.8 |
| | | | | | | | 265,978 ⁽¹⁾ |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|--------------------------|------------------------|---|--------|
| Common Stock | 06/28/2012 | S ⁽²⁾ | 3,100 | D | \$ 29.065 ⁽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.

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. 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 of Underlying Security (Instr. 3 and 4) | Am or Num of S |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 2.8 | 06/26/2012 | | M | 30,000 | 01/01/2008 05/03/2014 | Common Stock | 30 |
| Non-Qualified Stock Option (right to buy) | \$ 2.8 | 06/27/2012 | | M | 30,000 | 01/01/2008 05/03/2014 | Common Stock | 30 |
| Non-Qualified Stock Option (right to buy) | \$ 2.8 | 06/28/2012 | | M | 3,100 | 01/01/2008 05/03/2014 | Common Stock | 3, |

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

06/28/2012

__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.

(3) This transaction was executed in multiple trades at prices ranging from \$29.00 to \$29.40. 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.

(4) This transaction was executed in multiple trades at prices ranging from \$29.00 to \$29.615. 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) This transaction was executed in multiple trades at prices ranging from \$29.00 to \$29.12. 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.

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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