

DealerTrack Holdings, Inc.
Form 3
December 12, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â MCDONNELL JOHN J JR
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
12/12/2005

3. Issuer Name and Ticker or Trading Symbol
DealerTrack Holdings, Inc. [TRAK]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

C/O DEALERTRACK
HOLDINGS, INC.,Â 1111
MARCUS AVENUE, SUITE
M04

(Street)

LAKE SUCCESS,Â NYÂ 11042

(City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Restricted Common Stock	3,500 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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			(Instr. 4)		Price of	Derivative	(Instr. 5)
	Date	Expiration	Title	Amount or	Derivative	Security:	
	Exercisable	Date		Number of	Security	Direct (D)	
				Shares		or Indirect	
						(I)	
						(Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â (2)	07/27/2015	Common Stock	30,000	\$ 17.08	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONNELL JOHN J JR C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS,Â NYÂ 11042	Â X	Â	Â	Â

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for John J.
McDonnell, Jr. 12/12/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 1/3rd of the shares of restricted common stock will vest yearly from July 28, 2005, such that 100% of the shares will be fully vested on July 28, 2008.
- (2) 1/3rd of the shares subject to the option will vest yearly from July 28, 2005, such that 100% of the shares subject to the option will be fully vested on July 28, 2008.

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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