DealerTrack Holdings, Inc.

Form 4

January 31, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287 January 31, Expires: 2005

**OMB APPROVAL** 

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or 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 * Jacobs Eric Douglas	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	DealerTrack Holdings, Inc. [TRAK]  3. Date of Earliest Transaction	(Check all applicable)			
C/O DEALERTRACK HOLDINGS, INC., 1111 MARCUS AVENUE, SUITE M04	(Month/Day/Year) 01/30/2007	Director 10% Owner SVP, GC and Secretary			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
LAKE SUCCESS, NY 11042 (City) (State) (Zip)	Table I. Non Danivative Securities Ac	Form filed by More than One Reporting Person  uuired, 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	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/30/2007		Code V S <u>(1)</u>	(A) or Amount (D) Price 1,001 D \$ 27.6211	Reported Transaction(s) (Instr. 3 and 4) 69,865 (2)	(I) (Instr. 4)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		Code	V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/30/2007	S <u>(1)</u>		1,001	D	\$ 27.6211	69,865 <u>(2)</u>	D	
									By Self as Trustee for The
Common Stock							12,134	I	Eric D. Jacobs Grantor Retained

Annuity Trust

#### Edgar Filing: DealerTrack Holdings, Inc. - Form 4

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m	or		
						Exercisable Date	Title Number				
				~	<del></del>				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jacobs Eric Douglas C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042

SVP, GC and Secretary

### **Signatures**

/s/ Eric D. 01/31/2007 Jacobs

\*\*Signature of Date
Reporting Person

# **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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2006.
- (2) Includes 65.000 shares of restricted common stock.

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.

Reporting Owners 2

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**SEC 1474** 

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