

Dietz Steven J  
 Form 4  
 May 21, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Dietz Steven J

(Last) (First) (Middle)

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

(Street)

LAKE SUCCESS, NY 11042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DealerTrack Holdings, Inc. [TRAK]

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

03/17/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 (A) or (D) Price   |   |  |   |
| Common Stock                    | 03/17/2007                           |  | S                              | 1,619 D \$ 33   | 125,926   | I  | By GRPAQ, L.P. (1)                                    |
| Common Stock                    | 03/17/2007                           |  | S                              | 144 D \$ 33.01  | 125,782   | I  | By GRPAQ, L.P. (1)                                    |
| Common Stock                    | 03/17/2007                           |  | S                              | 82 D \$ 33.02   | 125,700   | I  | By GRPAQ, L.P. (1)                                    |
| Common                          | 03/17/2007                           |  | S                              | 164 D \$  | 125,536   | I  | By  |

Edgar Filing: Dietz Steven J - Form 4

|                 |            |   |       |   |             |         |   |  |                                 |
|-----------------|------------|---|-------|---|-------------|---------|---|--|---------------------------------|
| Stock           |            |   |       |   | 33.07       |         |   |  | GRPAQ,<br>L.P. <u>(1)</u>       |
| Common<br>Stock | 03/17/2007 | S | 164   | D | \$ 33.1     | 125,372 | I |  | By<br>GRPAQ,<br>L.P. <u>(1)</u> |
| Common<br>Stock | 03/17/2007 | S | 114   | D | \$<br>33.15 | 125,258 | I |  | By<br>GRPAQ,<br>L.P. <u>(1)</u> |
| Common<br>Stock | 03/18/2007 | S | 1,432 | D | \$ 33       | 123,826 | I |  | By<br>GRPAQ,<br>L.P. <u>(1)</u> |
| Common<br>Stock | 03/18/2007 | S | 648   | D | \$<br>33.03 | 123,178 | I |  | By<br>GRPAQ,<br>L.P. <u>(1)</u> |
| Common<br>Stock | 03/18/2007 | S | 648   | D | \$<br>33.04 | 122,530 | I |  | By<br>GRPAQ,<br>L.P. <u>(1)</u> |
| Common<br>Stock | 03/18/2007 | S | 648   | D | \$<br>33.05 | 121,882 | I |  | By<br>GRPAQ,<br>L.P. <u>(1)</u> |
| Common<br>Stock | 03/18/2007 | S | 648   | D | \$<br>33.06 | 121,234 | I |  | By<br>GRPAQ,<br>L.P. <u>(1)</u> |
| Common<br>Stock | 03/18/2007 | S | 648   | D | \$<br>33.07 | 120,586 | I |  | By<br>GRPAQ,<br>L.P. <u>(1)</u> |
| Common<br>Stock | 03/18/2007 | S | 971   | D | \$<br>33.08 | 119,615 | I |  | By<br>GRPAQ,<br>L.P. <u>(1)</u> |
| Common<br>Stock | 03/18/2007 | S | 1,619 | D | \$<br>33.12 | 117,996 | I |  | By<br>GRPAQ,<br>L.P. <u>(1)</u> |
| Common<br>Stock | 03/18/2007 | S | 477   | D | \$<br>33.15 | 117,519 | I |  | By<br>GRPAQ,<br>L.P. <u>(1)</u> |
| Common<br>Stock | 03/18/2007 | S | 1,328 | D | \$<br>33.19 | 116,191 | I |  | By<br>GRPAQ,<br>L.P. <u>(1)</u> |
| Common<br>Stock | 03/18/2007 | S | 1,272 | D | \$ 33.2     | 114,919 | I |  | By<br>GRPAQ,<br>L.P. <u>(1)</u> |
| Common<br>Stock | 03/18/2007 | S | 32    | D | \$<br>33.25 | 114,887 | I |  | By<br>GRPAQ,<br>L.P. <u>(1)</u> |

Edgar Filing: Dietz Steven J - Form 4

|              |            |  |   |       |   |          |                       |   |                               |
|--------------|------------|--|---|-------|---|----------|-----------------------|---|-------------------------------|
| Common Stock | 03/21/2007 |  | S | 520   | D | \$ 32.96 | 114,367               | I | By GRPAQ, L.P. <sup>(1)</sup> |
| Common Stock | 03/21/2007 |  | S | 1,301 | D | \$ 32.97 | 113,066               | I | By GRPAQ, L.P. <sup>(1)</sup> |
| Common Stock | 03/21/2007 |  | S | 650   | D | \$ 32.98 | 112,416               | I | By GRPAQ, L.P. <sup>(1)</sup> |
| Common Stock | 03/21/2007 |  | S | 780   | D | \$ 32.99 | 111,636               | I | By GRPAQ, L.P. <sup>(1)</sup> |
| Common Stock | 03/21/2007 |  | S | 8,212 | D | \$ 33    | 103,424               | I | By GRPAQ, L.P. <sup>(1)</sup> |
| Common Stock | 03/21/2007 |  | S | 692   | D | \$ 33.01 | 102,732               | I | By GRPAQ, L.P. <sup>(1)</sup> |
| Common Stock | 03/21/2007 |  | S | 3,274 | D | \$ 33.03 | 99,458                | I | By GRPAQ, L.P. <sup>(1)</sup> |
| Common Stock | 03/21/2007 |  | S | 390   | D | \$ 33.05 | 99,068                | I | By GRPAQ, L.P. <sup>(1)</sup> |
| Common Stock | 03/21/2007 |  | S | 221   | D | \$ 33.1  | 98,847                | I | By GRPAQ, L.P. <sup>(1)</sup> |
| Common Stock |            |  |   |       |   |          | 178,741               | I | By GRPVC, L.P. <sup>(2)</sup> |
| Common Stock |            |  |   |       |   |          | 12,000 <sup>(3)</sup> | D |                               |

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

| Derivative Security | Code | V | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 3 and 4) |
|---------------------|------|---|---|-----|------------------|-----------------|-------|----------------------------|------------------|
|                     |      |   | (A)   | (D) |                  |                 |       |                            |                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Dietz Steven J<br>C/O DEALERTRACK HOLDINGS, INC.<br>1111 MARCUS AVENUE, SUITE M04<br>LAKE SUCCESS, NY 11042 | X             |           |         |       |

## Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Steven J. Dietz  
Date: 05/21/2007

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) GRPAQ, Inc. is the general partner of GRPAQ, L.P. Mr. Dietz is Chief Financial Officer of GRPAQ, Inc.
- (2) GRP Management Services Corp., or GRPMS, is the general partner of GRPVC, L.P. Mr. Dietz is Chief Financial Officer of GRPMS.
- (3) Includes 3,500 shares of restricted common stock.

### Remarks:

Due to the SEC's row number limitations this Form 4 is being filed in two parts. This is part 1 of 2.

On May 4, 2007, GRP II, L.P. and related entities distributed the shares of the issuer's common stock that they held. Subsequent

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.