

Dealertrack Technologies, Inc
 Form 4
 February 27, 2015

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 *
 McLeer Richard

2. Issuer Name and Ticker or Trading Symbol
 Dealertrack Technologies, 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)
 02/25/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, CIO and Services

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 Ownership: Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---|
| | | | | Code | V | Amount or Price | | | |
| Common Stock | 02/25/2015 | | A | | 7,448 (1) | A | \$ 0 | 43,153 (2) | D |
| Common Stock | 02/26/2015 | | S(7) | | 1,585 | D | \$ 40.4027 (6) | 41,568 (2) | D |
| Common Stock | 02/27/2015 | | S(7) | | 952 | D | \$ 39.802 (8) | 40,616 (2) | 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

SEC 1474 (9-02)

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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 40.28 | 02/25/2015 | | A | 20,850 | ⁽³⁾ 02/24/2022 | Common Stock | 20,850 |
| Performance Stock Unit | \$ 0 | 02/25/2014 | | A | 7,695 ⁽⁴⁾ | ⁽⁵⁾ 02/25/2018 | Common Stock | 7,695 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McLeer Richard 1111 MARCUS AVE. SUITE M04 LAKE SUCCESS, NY US 11042 | | | EVP, CIO and Services | |

Signatures

/s/ Gary Papilsky as attorney-in-fact for Richard McLeer 02/27/2015

**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) Each restricted stock unit represents a contingent right to receive one share of Dealertrack common stock. The restricted stock units vest in four equal annual installments beginning February 25, 2016.
- (2) Includes 26,059 restricted stock units.
- (3) 25% of the shares subject to the option will vest on February 25, 2016, and 1/36th of the remaining shares subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on February 25, 2019.
- (4) This amount represents the target number of PSUs (100%) awarded and is subject to adjustment ranging from 0% (threshold) to 150% (maximum) based on the percentage achievement of the performance goals.

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- (5) The Performance Stock Units will vest in full on February 25, 2018 subject to the achievement of certain performance goals. These performance goals are equally based on both the Company's Revenue for calendar year 2015 and the total shareholder return of the Company's common stock as compared to other companies in the NASDAQ Software Index in the aggregate for calendar years 2015, 2016 and 2017.

- (6) This transaction was executed in multiple trades at prices ranging from \$40.05 to \$40.81. 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.

- (7) The sales reported in this form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 7, 2014.

- (8) This transaction was executed in multiple trades at prices ranging from \$39.705 to \$40.03. 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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