

ONeil Mark F
Form 4
December 20, 2005

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 *
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)

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

12/16/2005

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

Chairman of Board, Pres. & CEO

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

(Street)

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

LAKE SUCCESS, NY 11042

(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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/16/2005		C		34,121	A	<u>(1)</u>
					139,121		<u>(2)</u>
							D
Common Stock	12/16/2005		C		1,164	A	<u>(3)</u>
					151,164		<u>(4)</u>
							I

By Spouse, as a limited partner of GRP II Partners, L.P. (5)

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

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(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Convertible Series C-2 Preferred Stock	(1)	12/16/2005		C	33,921	(1) (1)	Common Stock	34,121
Convertible Series C-1 Preferred Stock	(3)	12/16/2005		C	1,103	(3) (3)	Common Stock	1,164

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Neil Mark F C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042	X		Chairman of Board, Pres. & CEO	

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Mark F. O'Neil

12/20/2005

__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) Shares of Convertible Series C-2 Preferred Stock were automatically converted into shares of common stock on a 1-to-1.0059 basis upon the closing of the Issuer's initial public offering on December 16, 2005.
- (2) Includes 30,000 shares of restricted common stock held directly by Mr. O'Neil, and excludes a total of 151,164 shares of common stock held indirectly by Mr. O'Neil, as initially disclosed on Mr. O'Neil's Form 3.
- (3) Shares of Convertible Series C-1 Preferred Stock were automatically converted into shares of common stock on a 1-to-1.0555 basis upon the closing of the Issuer's initial public offering on December 16, 2005.
Includes 100,000 shares of common stock held indirectly by Mr. O'Neil as Trustee for the Mark F. O'Neil Qualified Grantor Retained Annuity Trust, and 50,000 shares of common stock held indirectly by Mr. O'Neil, which shares are held directly by Mr. O'Neil's spouse, as initially disclosed on Mr. O'Neil's Form 3.
- (5) The shares are held by GRP II Partners, L.P. Monique O'Neil, the spouse of Mark O'Neil, is a limited partner of GRP II Partners, L.P. Through this partnership interest, she has an indirect economic interest in 1,164 shares of common stock.
The shares of Convertible Series C-1 Preferred Stock were held by GRP II Partners, L.P. Monique O'Neil, the spouse of Mark O'Neil, is a limited partner of GRP II Partners, L.P. Through this partnership interest, she had an indirect economic interest in approximately 1,103 shares of Convertible Series C-1 Preferred Stock, which automatically converted into 1,164 shares of common stock upon the closing of the Issuer's initial public offering.
- (6)

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.