

DealerTrack Holdings, Inc.
Form 4
July 12, 2007

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

3. Date of Earliest Transaction (Month/Day/Year)
07/11/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of Board, Pres. & CEO

(Street)
LAKE SUCCESS, NY 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/11/2007		M		20,000	A	\$ 3.12
Common Stock	07/11/2007		S(2)		100	D	\$ 38.13
Common Stock	07/11/2007		S(2)		100	D	\$ 38.14
Common Stock	07/11/2007		S(2)		100	D	\$ 38.15
Common Stock	07/11/2007		S(2)		468	D	\$ 38.16

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Common Stock	07/11/2007	<u>S(2)</u>	200	D	\$ 38.17	321,312 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	500	D	\$ 38.18	320,812 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	400	D	\$ 38.19	320,412 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	732	D	\$ 38.2	319,680 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	200	D	\$ 38.21	319,480 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	100	D	\$ 38.22	319,390 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	324	D	\$ 38.23	319,056 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	700	D	\$ 38.24	318,356 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	535	D	\$ 38.25	317,821 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	265	D	\$ 38.26	317,556 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	400	D	\$ 38.27	317,156 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	600	D	\$ 38.28	316,556 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	400	D	\$ 38.29	316,156 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	500	D	\$ 38.3	315,656 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	200	D	\$ 38.31	315,456 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	500	D	\$ 38.32	314,956 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	100	D	\$ 38.33	314,856 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	100	D	\$ 38.34	314,756 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	400	D	\$ 38.35	314,356 <u>(1)</u>	D
Common Stock	07/11/2007	<u>S(2)</u>	476	D	\$ 38.36	313,880 <u>(1)</u>	D
	07/11/2007	<u>S(2)</u>	800	D		313,080 <u>(1)</u>	D

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Common Stock					\$ 38.37			
Common Stock	07/11/2007	S ⁽²⁾	100	D	\$ 38.38	312,980 ⁽¹⁾	D	
Common Stock	07/11/2007	S ⁽²⁾	200	D	\$ 38.39	312,780 ⁽¹⁾	D	
Common Stock						50,583	I	By Spouse
Common Stock						90,686	I	as Trustee for The Mark F. O'Neil Qualified Grantor Retained Annuity Trust

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.

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 3.12	07/11/2007		M	20,000	01/16/2006 01/16/2016	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

ONeil 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

07/12/2007

__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) Includes 251,250 shares of restricted common stock.
 - (2) 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 and amended on May 21, 2007.

Remarks:

Due to the SEC's row number limitations this Form 4 is being filed in three parts. This is part 1 of 3

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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