Jacobs Eric Douglas Form 4 January 29, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

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0.5

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if no longer subject to Section 16. Form 4 or

Check this box

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \*

Jacobs Eric Douglas

2. Issuer Name and Ticker or Trading Symbol

DealerTrack Holdings, Inc. [TRAK]

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

01/27/2009

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

(Street)

(State)

(First)

(Middle)

(Zip)

SUITE M04

(City)

(Last)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

X\_ Officer (give title Other (specify below) below) SVP, GC and Secretary

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 Form filed by More than One Reporting

(D) or

Indirect (I)

(Instr. 4)

D

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Form: Direct Indirect

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

LAKE SUCCESS, NY 11042

4. Securities Acquired 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities (Instr. 3) Code (D) Beneficially (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned Following Reported (A) Transaction(s) or (Instr. 3 and 4)

A

Common 01/27/2009 Stock

Code V Price Amount (D)

30,000

\$0  $102,294 \stackrel{(2)}{=}$ A (1)

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

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securit
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 11.76	01/27/2009		M	65,000	(3)	01/27/2016	Common Stock	65,0

# **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. 01/29/2009 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) 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 January 27, 2010.
- (2) Includes 68,000 shares of restricted common stock and 30,000 restricted stock units.
- (3) 25% of the shares subject to the option will vest on January 27, 2010, 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 January 26, 2013.

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.

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