

DealerTrack Holdings, Inc.
Form 4
February 05, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Blair John Allen

(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)

02/02/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

* Please see below

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/02/2007		S ⁽¹⁾		500	D \$ 28.14	196,049 ⁽²⁾	D	
Common Stock	02/02/2007		S ⁽¹⁾		500	D \$ 28.04	195,549 ⁽²⁾	D	
Common Stock	02/02/2007		S ⁽¹⁾		1,000	D \$ 27.91	194,549 ⁽²⁾	D	
Common Stock	02/02/2007		S ⁽¹⁾		500	D \$ 27.89	194,049 ⁽²⁾	D	
Common Stock	02/02/2007		S ⁽¹⁾		500	D \$ 27.81	193,549 ⁽²⁾	D	

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Common Stock	02/02/2007	S ⁽¹⁾	500	D	\$ 27.78	193,049 ⁽²⁾	D
Common Stock	02/02/2007	S ⁽¹⁾	500	D	\$ 27.75	192,549 ⁽²⁾	D
Common Stock	02/02/2007	S ⁽¹⁾	500	D	\$ 27.72	192,049 ⁽²⁾	D
Common Stock	02/02/2007	S ⁽¹⁾	500	D	\$ 27.69	191,549 ⁽²⁾	D

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Blair John Allen
C/O DEALERTRACK HOLDINGS, INC.
1111 MARCUS AVENUE, SUITE M04
LAKE SUCCESS, NY 11042

* Please see below

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for John Allen Blair

02/04/2007

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 6, 2006.
- (2) Includes 26,750 shares of restricted common stock.

Remarks:

Mr. Blair is the Chief Executive Officer of Automotive Lease Guide (alg), Inc.

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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