

Dietz Steven J
Form 4
May 21, 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 *
Dietz Steven J

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)

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

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

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	03/17/2007		S	2,331	D	\$ 33	176,410	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/17/2007		S	206	D	\$ 33.01	176,204	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/17/2007		S	118	D	\$ 33.02	176,086	I	By GRPVC, L.P. ⁽¹⁾
Common	03/17/2007		S	236	D	\$	175,850	I	By

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Stock					33.07				GRPVC, L.P. <u>(1)</u>
Common Stock	03/17/2007	S	236	D	\$ 33.1	175,614	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/17/2007	S	165	D	\$ 33.15	175,449	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	2,061	D	\$ 33	173,388	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	932	D	\$ 33.03	172,456	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	932	D	\$ 33.04	171,524	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	932	D	\$ 33.05	170,592	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	932	D	\$ 33.06	169,660	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	932	D	\$ 33.07	168,728	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	1,399	D	\$ 33.08	167,329	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	2,331	D	\$ 33.12	164,998	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	686	D	\$ 33.15	164,312	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	1,911	D	\$ 33.19	162,401	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	1,831	D	\$ 33.2	160,570	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	47	D	\$ 33.25	160,523	I		By GRPVC, L.P. <u>(1)</u>

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Common Stock	03/21/2007		S	749	D	\$ 32.96	159,774	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007		S	1,871	D	\$ 32.97	157,903	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007		S	936	D	\$ 32.98	156,967	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007		S	1,123	D	\$ 32.99	155,844	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007		S	11,817	D	\$ 33	144,027	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007		S	996	D	\$ 33.01	143,031	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007		S	4,712	D	\$ 33.03	138,319	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007		S	562	D	\$ 33.05	137,757	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007		S	318	D	\$ 33.1	137,439	I	By GRPVC, L.P. ⁽¹⁾
Common Stock							98,847	I	By GRPAQ, L.P. ⁽²⁾
Common Stock							12,000 ⁽³⁾	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nature of Derivative Security Beneficially Owned
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Derivative Security	Code	V	Securities		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Acquired (A) or Disposed of (D)	(Instr. 3, 4, and 5)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dietz Steven J C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042	X			

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Steven J. Dietz
Date: 05/21/2007

**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) GRP Management Services Corp., or GRPMS, is the general partner of GRPVC, L.P. Mr. Dietz is Chief Financial Officer of GRPMS.
- (2) GRPAQ, Inc. is the general partner of GRPAQ, L.P. Mr. Dietz is Chief Financial Officer of GRPAQ, Inc.
- (3) Includes 3,500 shares of restricted common stock.

Remarks:

Due to the SEC's row number limitations this Form 4 is being filed in two parts. This is part 2 of 2.

On May 4, 2007, GRP II, L.P. and related entities distributed the shares of the issuer's common stock that they held. Subsequent

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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