

ONeil Mark F
Form 4
March 06, 2013

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 Technologies, Inc
[TRAK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1111 MARCUS AVE., SUITE M04
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2013

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

LAKE SUCCESS, NY US 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 or Price					
Common Stock	03/04/2013		A		20,669 ⁽¹⁾	A	\$ 0	253,514 ⁽¹⁰⁾	D	
Common Stock	02/08/2013		M		45,961 ⁽⁶⁾	A	\$ 0	167,844 ⁽²⁾	D	
Common Stock	02/08/2013		S ⁽⁷⁾		22,210	D	\$ 31.9675 ⁽⁸⁾	175,197 ⁽²⁾	D	
Common Stock	03/04/2013		S ⁽⁷⁾		5,510	D	\$ 29.1574 ⁽⁹⁾	248,004 ⁽¹⁰⁾	D	
Common								30,583	I	Trusts

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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 Underlying (Instr. 3 and 4)
				Date Exercisable	Expiration Date	Title	
				Code	V	(A)	(D)
Non-Qualified Stock Option (right to buy)	\$ 28.87	03/04/2013		A	58,464	<u>(3)</u> 03/04/2020	Common Stock
Performance Stock Unit	\$ 0	03/04/2013		A	23,067 <u>(4)</u>	<u>(5)</u> 02/28/2016	Common Stock
Performance Stock Unit	\$ 0	02/08/2013		M	58,550	02/08/2013 02/08/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Neil Mark F 1111 MARCUS AVE. SUITE M04 LAKE SUCCESS, NY US 11042	X		Chairman, Pres. and CEO	

Signatures

/s/ Gary Papilsky as attorney-in-fact for Mark O'Neil 03/06/2013

 **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) 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 March 4, 2014.

(2) Includes 71,191 restricted stock units.

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- (3) 25% of the shares subject to the option will vest on March 4, 2014, 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 March 4, 2017.
- (4) This amount represents the target number of PSUs (100%) awarded and is subject to adjustment ranging from 0% (threshold) to 150% (maximum) based on the percentage achievement of the performance goals.
- (5) The Performance Stock Units will vest in full on February 28, 2016 subject to the achievement of certain performance goals. These performance goals are equally based on both the Company's Revenue for calendar year 2013 and the total shareholder return of the Company's common stock as compared to other companies in the NASDAQ U.S. Benchmark Software Index in the aggregate for calendar years 2013, 2014 and 2015.
- (6) This amount represents the number of shares that the performance share units which vested on March 18, 2013 converted into based on the achievement of performance targets.
- (7) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 7, 2012.
- (8) This transaction was executed in multiple trades at prices ranging from \$31.825 to \$31.999. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (9) This transaction was executed in multiple trades at prices ranging from \$29.14 to \$29.23. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (10) Includes 66,134 restricted stock units.

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.