Dealertrack Technologies, Inc Form 4 February 04, 2014

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

OMB Number:

3235-0287

0.5

if no longer

Check this box

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Sundaram Rajesh

Symbol Dealertrack Technologies, Inc

[TRAK]

(Check all applicable)

(Last)

(City)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

1111 MARCUS AVE., SUITE M04

(Street)

(State)

(First)

(Month/Day/Year) 01/31/2014

EVP, Dealer Solutions, Sales

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

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

below)

LAKE SUCCESS, NY US 11042

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

D

(A) Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

Common 01/31/2014 Stock

18,480 99,380 (1) M A \$0 (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5. Numb	er of	6. Date Exercisable and		7. Title and Amount	
Derivative	Conversion			TransactionDerivative			Expiration Date		Underlying Securiti	
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amor or Numb of Sh
Performa Stock Un	8.0	01/31/2014		M	13	3,440	01/31/2014	01/31/2014	Common Stock	13,4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sundaram Rajesh 1111 MARCUS AVE. SUITE M04 LAKE SUCCESS, NY US 11042

EVP, Dealer Solutions, Sales

Signatures

/s/ Gary Papilsky as attorney in fact for Rajesh Sundaram

02/04/2014

**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 30,766 restricted stock units.
- (2) This amount represents the number of shares that the performance share units which vested on January 31, 2014 converted into based on the achievement of performance targets.

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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