Dealertrack Technologies, Inc Form 4 February 04, 2014

### FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005
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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \*\*ONeil Mark F

2. Issuer Name **and** Ticker or Trading Symbol

Issuer

Dealertrack Technologies, Inc

TRAKI

(Check all applicable)

5. Relationship of Reporting Person(s) to

[TRAK]

(Middle)

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

\_\_X\_\_ Director \_\_\_\_\_ 10% Owner \_\_X\_\_ Officer (give title \_\_\_\_\_ Other (specify

1111 MARCUS AVE., SUITE M04

(First)

01/31/2014

Chairman, Pres. and CEO

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)
\_X\_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

\_\_\_\_ Form filed by More than One Reporting Person

below)

LAKE SUCCESS, NY US 11042

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative (	Securi	ities Acqu	iired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	01/31/2014		M	40,438 (2)	A	\$ 0	288,442 (1)	D	
Common Stock	01/31/2014		F	16,965 (3)	D	\$ 46.65	271,477 (1)	D	
Common Stock							30,583	I	Trusts

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

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number.

#### 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 ctionDerivative Securities 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D		Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Performance Stock Unit	\$ 0	01/31/2014		M	29,4	410	01/31/2014	01/31/2014	Common Stock	29,4

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ONeil 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 02/04/2014 O'Neil

> \*\*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 66,134 restricted stock units.
- This amount represents the number of shares that the performance share units which vested on January 31, 2014 converted into based on the acheivement of performance targets.
- (3) Represents shares withheld from vested PSUs for the payment of applicable income and payroll withholding taxes due on vesting. 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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