DealerTrack Holdings, Inc. Form 4

April 04, 2006

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

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

Number:

OMB

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January 31, Expires: 2005

OMB APPROVAL

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Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PASSIONE VINCENT			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			DealerTrack Holdings, Inc. [TRAK]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O DEALERTRACK HOLDINGS,			03/31/2006	X Officer (give title Other (specification) PresidentDealerTrack, Inc.			
INC., 1111 MARCUS AVENUE,							
SUITE M04		,		PresidentDealer Frack, Inc.			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
LAKE SUCCESS, NY 11042			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabla I - Non-Darivativa Sacuritias Aca	uired Disposed of or Rapaficially Owned			

` *	· · ·	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficiany Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.		4. Securi	ties A	cquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactionor Disposed of (D)				(D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code		(Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr.	8)				Owned	Direct (D)	Ownership
								Following	or Indirect	(Instr. 4)
						(4)		Reported	(I)	
						(A)		Transaction(s)	(Instr. 4)	
			Code	V	Amaunt	or (D)	Price	(Instr. 3 and 4)		
			Code	V	Amount	(D)	rrice			
Common							\$			
	03/31/2006		Α	V	77	A	18.1135	$109,362 \frac{(2)}{2}$	D	
Stock							(1)			
Common Stock	03/31/2006		A	V	77	A	\$ 18.1135 (1)	109,362 (2)	D	

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

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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	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PASSIONE VINCENT C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042

President--DealerTrack, Inc.

Signatures

/s Eric D. Jacobs as attorney-in-fact for Vincent
Passione

04/04/2006

**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) Shares purchased through the Company's Employee Stock Purchase Plan at a 15% discount from the stock's March 31, 2006 closing price of \$21.31.
- (2) Includes 30,000 shares of restricted common stock held by Mr. Passione. Also includes 79,285 shares indirectly held by Mr. Passione through Spouse and Sister as Trustees for the 2005 Vincent Passione Grantor Retained Annuity Trust.

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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