

McLeer Richard
Form 3
August 30, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â McLeer Richard | | (Month/Day/Year) | DealerTrack Holdings, Inc. [TRAK] | |
| (Last) | (First) | (Middle) | 08/21/2006 | |
| C/O DEALERTRACK HOLDINGS, INC., Â 1111 MARCUS AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | * please see below | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| LAKE SUCCESS, Â NY Â 11042 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 47,788 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Non-Qualified Stock Option (right to buy) | Â (2) | 01/16/2012 | Common Stock | 6,250 | \$ 3.12 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 01/30/2013 | Common Stock | 6,250 | \$ 2.8 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 05/14/2011 | Common Stock | 293 | \$ 2.8 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 05/14/2011 | Common Stock | 293 | \$ 2.8 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 05/03/2014 | Common Stock | 30,000 | \$ 2.8 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 08/18/2014 | Common Stock | 30,000 | \$ 2.8 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (6) | 05/26/2015 | Common Stock | 5,000 | \$ 12.92 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (7) | 01/26/2016 | Common Stock | 8,000 | \$ 20.68 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McLeer Richard C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE LAKE SUCCESS, NY 11042 | Â | Â | Â * please see below | Â |

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Richard McLeer 08/29/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 31,250 shares of restricted common stock.
- (2) 100% of the shares subject to the option are fully vested and exercisable.
25% of the shares subject to the option will vest on the first anniversary date of January 30, 2003, and 1/36th of the remaining shares
- (3) subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on January 30, 2007.
- (4) 25% of the shares subject to the option will vest on the first anniversary date of January 1, 2004, 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 January 1,

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2008.

(5) 25% of the shares subject to the option will vest on the first anniversary date of August 18, 2004, 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 August 18, 2008.

(6) 25% of the shares subject to the option will vest on the first anniversary date of May 26, 2005, 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 May 26, 2009.

(7) 25% of the shares subject to the option will vest on the first anniversary date of January 27, 2006, 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 January 27, 2010.

Â

Remarks:

Senior Vice President, Strategy and Development - DealerTrack, Inc.

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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