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

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

OMB APPROVAL

OMB Number: 3235-0104 Expires: January 31, 2005 Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> McLeer Richard			2. Date of Event RequiringStatement(Month/Day/Year)	³ 3. Issuer Name and Ticker or Trading Symbol DealerTrack Holdings, Inc. [TRAK]				
(Last)	(First)	(Middle)	08/21/2006	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <u></u>			5. If Amendment, Date Original Filed(Month/Day/Year)	
C/O DEALI HOLDINGS MARCUS A	5, INC., 1						6. Individual or Joint/Group	
LAKE SUCCESS, NY 11042			* please see below		Uw)	Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - I	Non-Derivat	tive Securiti	ies Be	neficially Owned	
1.Title of Secu (Instr. 4)	rity		2. Amount of Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Na Owne (Instr	1	
Common St	ock		47,788 <u>(1)</u>		D	Â		
Reminder: Rep owned directly			ach class of securities benefic	^{cially} S	EC 1473 (7-02	2)		
	Perso inforr requi	ons who res nation cont red to respo	pond to the collection of ained in this form are no ond unless the form disp MB control number.	t				

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

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

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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)	(2)	01/16/2012	Common Stock	6,250	\$ 3.12	D	Â
Non-Qualified Stock Option (right to buy)	(3)	01/30/2013	Common Stock	6,250	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	(2)	05/14/2011	Common Stock	293	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	(2)	05/14/2011	Common Stock	293	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	(4)	05/03/2014	Common Stock	30,000	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	(5)	08/18/2014	Common Stock	30,000	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	(6)	05/26/2015	Common Stock	5,000	\$ 12.92	D	Â
Non-Qualified Stock Option (right to buy)	(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	* please see below	Â		
Signatures						
/s/ Eric D. Jacobs as attorney-in-fact for Ric McLeer	chard 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.

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(5) 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.

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
(7) 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.

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Remarks:

Senior Vice President, Strategy and Developement - 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. 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.