ONeil Mark F Form 4 March 19, 2007

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**

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1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ONeil Mark F Issuer Symbol DealerTrack Holdings, Inc. [TRAK] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X_ Director 10% Owner Other (specify _X__ Officer (give title C/O DEALERTRACK HOLDINGS, 03/15/2007 below) INC., 1111 MARCUS AVENUE, Chairman of Board, Pres. & CEO SUITE M04

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

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

LAKE SUCCESS, NY 11042

(City)	(State)	(Zip) Tabl	le I - Non-L	Derivative	Secui	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired tion(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/15/2007		S(1)	100	D	\$ 29.23	321,741 (2)	D	
Common Stock	03/15/2007		S <u>(1)</u>	100	D	\$ 29.24	321,641 <u>(2)</u>	D	
Common Stock	03/15/2007		S <u>(1)</u>	300	D	\$ 29.25	321,341 (2)	D	
Common Stock	03/15/2007		S(1)	200	D	\$ 29.27	321,141 (2)	D	
Common Stock	03/15/2007		S(1)	300	D	\$ 29.28	320,841 (2)	D	

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Common Stock	03/15/2007	S <u>(1)</u>	600	D	\$ 29.29	320,241 (2)	D
Common Stock	03/15/2007	S(1)	1,000	D	\$ 29.3	319,241 (2)	D
Common Stock	03/15/2007	S <u>(1)</u>	300	D	\$ 29.31	318,941 (2)	D
Common Stock	03/15/2007	S <u>(1)</u>	200	D	\$ 29.34	318,741 (2)	D
Common Stock	03/15/2007	S <u>(1)</u>	300	D	\$ 29.36	318,441 (2)	D
Common Stock	03/15/2007	S <u>(1)</u>	929	D	\$ 29.37	317,512 (2)	D
Common Stock	03/15/2007	S <u>(1)</u>	271	D	\$ 29.38	317,241 (2)	D
Common Stock	03/15/2007	S(1)	400	D	\$ 29.39	316,841 (2)	D
Common Stock	03/15/2007	S(1)	200	D	\$ 29.4	316,641 (2)	D
Common Stock	03/15/2007	S(1)	163	D	\$ 29.42	316,478 (2)	D
Common Stock	03/15/2007	S <u>(1)</u>	99	D	\$ 29.43	316,379 (2)	D
Common Stock	03/15/2007	S <u>(1)</u>	300	D	\$ 29.44	316,079 (2)	D
Common Stock	03/15/2007	S <u>(1)</u>	300	D	\$ 29.47	315,779 (2)	D
Common Stock	03/15/2007	S <u>(1)</u>	400	D	\$ 29.48	315,379 (2)	D
Common Stock	03/15/2007	S <u>(1)</u>	401	D	\$ 29.5	314,978 (2)	D
Common Stock	03/15/2007	S <u>(1)</u>	200	D	\$ 29.51	314,778 (2)	D
Common Stock	03/15/2007	S <u>(1)</u>	400	D	\$ 29.52	314,378 (2)	D
Common Stock	03/15/2007	S <u>(1)</u>	100	D	\$ 29.53	314,278 <u>(2)</u>	D
Common Stock	03/15/2007	S(1)	473	D	\$ 29.55	313,805 (2)	D
Common Stock	03/15/2007	S(1)	300	D	\$ 29.56	313,505 (2)	D
	03/15/2007	S(1)	200	D		313,305 (2)	D

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Common Stock					\$ 29.58			
Common Stock	03/15/2007	S(1)	100	D	\$ 29.59	313,205 (2)	D	
Common Stock	03/15/2007	S(1)	164	D	\$ 29.6	313,041 (2)	D	
Common Stock						51,164	I	By Spouse
Common Stock						90,686	I	as Trustee for The Mark F. O'Neil Qualified Grantor Retained Annuity Trust

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired			`		
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					i, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips							
	Director	10% Owner	Officer	Other				
	Y							

Reporting Owners 3

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ONeil Mark F C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042 Chairman of Board, Pres. & CEO

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Mark F. O'Neil

03/19/2007

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2006.
- (2) Includes 258,750 shares of restricted common stock.

Remarks:

Due to the SEC's row number limitations this Form 4 is being filed in two parts. This is part 1 of 2

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.

Signatures 4