Dietz Steven J Form 4 May 21, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES obligations

See Instruction 1(b).

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)

may continue.

1. Name and Address of Reporting Person * Dietz Steven J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Last)

(First) (Middle) DealerTrack Holdings, Inc. [TRAK] 3. Date of Earliest Transaction

03/17/2007

(Month/Day/Year)

_X__ Director 10% Owner Other (specify Officer (give title

C/O DEALERTRACK HOLDINGS, INC., 1111 MARCUS AVENUE, SUITE M04

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

LAKE SUCCESS, NY 11042

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d 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	03/17/2007		S	1,619	D	\$ 33	125,926	I	By GRPAQ, L.P. (1)			
Common Stock	03/17/2007		S	144	D	\$ 33.01	125,782	I	By GRPAQ, L.P. (1)			
Common Stock	03/17/2007		S	82	D	\$ 33.02	125,700	I	By GRPAQ, L.P. (1)			
Common	03/17/2007		S	164	D	\$	125,536	I	Ву			

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Stock					33.07			GRPAQ, L.P. <u>(1)</u>
Common Stock	03/17/2007	S	164	D	\$ 33.1	125,372	I	By GRPAQ, L.P. (1)
Common Stock	03/17/2007	S	114	D	\$ 33.15	125,258	I	By GRPAQ, L.P. (1)
Common Stock	03/18/2007	S	1,432	D	\$ 33	123,826	I	By GRPAQ, L.P. (1)
Common Stock	03/18/2007	S	648	D	\$ 33.03	123,178	I	By GRPAQ, L.P. (1)
Common Stock	03/18/2007	S	648	D	\$ 33.04	122,530	I	By GRPAQ, L.P. (1)
Common Stock	03/18/2007	S	648	D	\$ 33.05	121,882	I	By GRPAQ, L.P. (1)
Common Stock	03/18/2007	S	648	D	\$ 33.06	121,234	I	By GRPAQ, L.P. (1)
Common Stock	03/18/2007	S	648	D	\$ 33.07	120,586	I	By GRPAQ, L.P. (1)
Common Stock	03/18/2007	S	971	D	\$ 33.08	119,615	I	By GRPAQ, L.P. (1)
Common Stock	03/18/2007	S	1,619	D	\$ 33.12	117,996	I	By GRPAQ, L.P. (1)
Common Stock	03/18/2007	S	477	D	\$ 33.15	117,519	I	By GRPAQ, L.P. (1)
Common Stock	03/18/2007	S	1,328	D	\$ 33.19	116,191	I	By GRPAQ, L.P. (1)
Common Stock	03/18/2007	S	1,272	D	\$ 33.2	114,919	I	By GRPAQ, L.P. (1)
Common Stock	03/18/2007	S	32	D	\$ 33.25	114,887	I	By GRPAQ, L.P. (1)

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Common Stock	03/21/2007	S	520	D	\$ 32.96	114,367	I	By GRPAQ, L.P. (1)
Common Stock	03/21/2007	S	1,301	D	\$ 32.97	113,066	I	By GRPAQ, L.P. (1)
Common Stock	03/21/2007	S	650	D	\$ 32.98	112,416	I	By GRPAQ, L.P. (1)
Common Stock	03/21/2007	S	780	D	\$ 32.99	111,636	I	By GRPAQ, L.P. (1)
Common Stock	03/21/2007	S	8,212	D	\$ 33	103,424	I	By GRPAQ, L.P. (1)
Common Stock	03/21/2007	S	692	D	\$ 33.01	102,732	I	By GRPAQ, L.P. (1)
Common Stock	03/21/2007	S	3,274	D	\$ 33.03	99,458	I	By GRPAQ, L.P. (1)
Common Stock	03/21/2007	S	390	D	\$ 33.05	99,068	I	By GRPAQ, L.P. (1)
Common Stock	03/21/2007	S	221	D	\$ 33.1	98,847	I	By GRPAQ, L.P. (1)
Common Stock						178,741	I	By GRPVC, L.P. (2)
Common Stock						12,000 (3)	D	

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

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SEC 1474 (9-02)

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

1. Title of		3. Transaction Date		•••		6. Date Exercisable and		8. Price of	
	or Exercise	(Month/Day/Year)	anv	Code	onvumber of	(Month/Day/Year)	Amount of Underlying	Derivative Security	Secui
•	Price of		(Month/Day/Year)			• •	Securities		Bene

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Derivative Security			Acq	oosed O) tr. 3,			(Instr	. 3 and 4)
	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Owner Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 9	Director	10% Owner	Officer	Other				
Dietz Steven J C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042	X							
0!								

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Steven J.
Dietz 05/21/2007

**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) GRPAQ, Inc. is the general partner of GRPAQ, L.P. Mr. Dietz is Chief Financial Officer of GRPAQ, Inc.
- (2) GRP Management Services Corp., or GRPMS, is the general partner of GRPVC, L.P. Mr. Dietz is Chief Financial Officer of GRPMS.
- (3) Includes 3,500 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.

On May 4, 2007, GRP II, L.P. and related entities distributed the shares of the issuer's common stock that they held. Subseque 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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