CIRILLO MARY A

Form 4 October 03, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

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

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obligations may continue. See Instruction

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

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * CIRILLO MARY A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

09/30/2008

DealerTrack Holdings, Inc. [TRAK]

(Check all applicable)

C/O DEALERTRACK HOLDINGS.

(First)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

X_ Director 10% Owner Officer (give title

below)

Other (specify

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LAKE SUCCESS, NY 11042

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. (Month/Day/Year) Execution Date, if Code (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(e.g., puts, calls, warrants, options, convertible securities)

(A)

or

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Pr **Underlying Securities**

1

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| Security or Exercise (Instr. 3) Price of Derivative Security | | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | | Secu (Inst |
|--|------------|------------|-------------------------|-----------------|---|-----|---------------------|--------------------|------------------|-------------------------------------|---------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Deferred Stock Units (1) | <u>(1)</u> | 09/30/2008 | | A | 742.28 | | (2) | (2) | Common Stock | 742.28 | \$ 1 |

Reporting Owners

| Reporting Owner Name / Address | Keiauonsnips | | | | | | |
|--------------------------------|--------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| CIRILLO MARY A | | | | | | | |
| C/O DEALERTRACK HOLDINGS, INC. | v | | | | | | |

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



Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Mary Cirillo-Goldberg

10/03/2008

**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) These are Deferred Stock Units acquired under the DealerTrack Holdings, Inc. Directors' Deferred Compensation Plan through Board fee deferral. Each Deferred Stock Unit is the economic equivalent of one share of DealerTrack Holdings, Inc. Common Stock.
- (2) Deferred Stock Units are converted into DealerTrack Holdings, Inc. Common Stock and distributed upon the payment commencement date selected by the Reporting Person.

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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