ZWARENSTEIN BARRY

Form 4

January 05, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * **ZWARENSTEIN BARRY**

2. Issuer Name and Ticker or Trading Symbol

DealerTrack Holdings, Inc. [TRAK]

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(First) (Last)

(Middle)

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

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

(Check all applicable)

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

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

12/31/2009

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

LAKE SUCCESS, NY 11042

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following Reported

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

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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 (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	and 5) (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	r
Deferred Stock Units (1)	<u>(1)</u>	12/31/2009		A	665.25		(2)	(2)	Common Stock	665.25	\$ 1

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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



Signatures

/s/ Gary Papilsky as attorney-in-fact for Barry Zwarenstein

01/05/2010

**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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