Dealertrack Technologies, Inc
Form 4
February 27, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sundaram Rajesh

(Last) (First) (Middle)

1111 MARCUS AVE., SUITE M04

(Street)

LAKE SUCCESS, NY US 11042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Dealertrack Technologies, Inc [TRAK]

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Co-President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/25/2015		A		10,758 (1)	A	$ 0	86,606 (2)	D	

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	$ 40.28	02/25/2015		A		30,117		(3)	02/24/2022	Common Stock	30,1
Performance Stock Unit	$ 0	02/25/2015		A		11,115 (4)		(5)	02/25/2018	Common Stock	11,1 (4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sundaram Rajesh 1111 MARCUS AVE. SUITE M04 LAKE SUCCESS, NY US 11042			Co-President	

Signatures

/s/ Gary Papilsky as attorney-in-fact for Rajesh Sundaram	02/27/2015
**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) Each restricted stock unit represents a contingent right to receive one share of Dealertrack common stock. The restricted stock units vest in four equal annual installments beginning February 25, 2016.

(2) Includes 31,436 restricted stock units.

(3) 25% of the shares subject to the option will vest on February 25, 2016, 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 February 25, 2019.

(4) This amount represents the target number of PSUs (100%) awarded and is subject to adjustment ranging from 0% (threshold) to 150% (maximum) based on the percentage achievement of the performance goals.

(5) The Performance Stock Units will vest in full on February 25, 2018 subject to the achievement of certain performance goals. These performance goals are equally based on both the Company's Revenue for calendar year 2015 and the total shareholder return of the Company's common stock as compared to other companies in the NASDAQ Software Index in the aggregate for calendar years 2015, 2016 and 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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