

POWER JAMES DAVID III

Form 3

December 12, 2005

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Â POWER JAMES DAVID III

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

12/12/2005

3. Issuer Name **and** Ticker or Trading Symbol  
DealerTrack Holdings, Inc. [TRAK]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)C/O DEALERTRACK  
HOLDINGS, INC.,Â 1111  
MARCUS AVENUE, SUITE  
M04

(Street)

LAKE SUCCESS,Â NYÂ 11042

(City)

(State)

(Zip)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Restricted Common Stock

3,500 <sup>(1)</sup>

D

Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security4. Conversion  
or Exercise5. Ownership  
Form of6. Nature of Indirect  
Beneficial  
Ownership

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|                                           |             |            | (Instr. 4)   |           | Price of   | Derivative  | (Instr. 5) |
|-------------------------------------------|-------------|------------|--------------|-----------|------------|-------------|------------|
|                                           | Date        | Expiration | Title        | Amount or | Derivative | Security:   |            |
|                                           | Exercisable | Date       |              | Number of | Security   | Direct (D)  |            |
|                                           |             |            |              | Shares    |            | or Indirect |            |
|                                           |             |            |              |           |            | (I)         |            |
|                                           |             |            |              |           |            | (Instr. 5)  |            |
| Non-Qualified Stock Option (right to buy) | Â (2)       | 05/25/2015 | Common Stock | 10,000    | \$ 12.92   | D           | Â          |
| Non-Qualified Stock Option (right to buy) | Â (3)       | 05/25/2015 | Common Stock | 10,000    | \$ 12.92   | D           | Â          |
| Non-Qualified Stock Option (right to buy) | Â (4)       | 05/25/2015 | Common Stock | 30,000    | \$ 12.92   | D           | Â          |
| Non-Qualified Stock Option (right to buy) | Â (5)       | 06/17/2012 | Common Stock | 6,250     | \$ 2.8     | D           | Â          |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

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

Â X Â Â Â

## Signatures

/s/ Eric D. Jacobs as attorney-in-fact for James David  
Power III

12/12/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) 1/3rd of the shares of restricted common stock will vest yearly from July 1, 2005, such that 100% of the shares will be fully vested on July 1, 2008.
- (2) 100% of the shares subject to the option are fully vested and exercisable.
- (3) 100% of the shares subject to the option will vest on the first anniversary date of May 26, 2005.
- (4) 1/3rd of the shares subject to the option will vest yearly from July 1, 2005, such that 100% of the shares subject to the option will be fully vested on July 1, 2008.
- (5) 100% of the shares subject to the option are fully vested and exercisable.

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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