

Trinder David
Form 3
December 12, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated 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 *

Trinder David

(Last) (First) (Middle)

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

(Street)

LAKE SUCCESS, NY 11042

(City) (State) (Zip)

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 Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer ____ Other
(give title below) (specify below)

*

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 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)

Common Stock

11,666

D

À

Restricted Common Stock

5,000 ⁽¹⁾

D

À

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

SEC 1473 (7-02)

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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)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	Â (2)	05/25/2015	Common Stock	35,000	\$ 12.92	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	08/17/2014	Common Stock	10,000	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	07/01/2014	Common Stock	3,000	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	Â (5)	01/29/2014	Common Stock	23,334	\$ 2.8	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trinder David C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042	Â	Â	Â *	Â

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for David Trinder 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) 25% of the shares of restricted common stock will vest yearly from May 26, 2005, such that 100% of the shares will be fully vested on May 26, 2009.
- (2) 25% of the shares subject to the option will vest on the first anniversary date of May 26, 2005, 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 May 26, 2009.
- (3) 25% of the shares subject to the option will vest on the first anniversary date of August 18, 2004, 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 August 18, 2008.
- (4) 25% of the shares subject to the option will vest on the first anniversary date of July 1, 2004, 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 July 1, 2008.
- (5) 35,000 shares subject to an option were granted on January 30, 2004. 25% of the shares subject to the option will vest on the first anniversary date of January 1, 2004, 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 January 1, 2008. On May 24, 2005, 11,666 shares subject to the option had vested and were exercisable; Mr. Trinder exercised his option to purchase these 11,666 shares. As a result, a total of 23,334 shares

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remain subject to the option.

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Remarks:

*Â Mr.Â TrinderÂ isÂ PresidentÂ ofÂ DealerTrackÂ AftermarketÂ Services,Â Inc.

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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