

Blair John Allen
Form 4
December 20, 2005

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Blair John Allen

(Last) (First) (Middle)

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

(Street)

LAKE SUCCESS, NY 11042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DealerTrack Holdings, Inc. [TRAK]

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

12/16/2005

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 _____ Other (specify
below) below)

* Please see 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 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	12/16/2005		C		979,919	A <u>(1)</u>	979,919 <u>(2)</u>	I	By DJR US, LLC <u>(3)</u>
Common Stock	12/16/2005		C		316,749	A <u>(4)</u>	1,296,668 <u>(2)</u>	I	By DJR US, LLC <u>(3)</u>
Common Stock	12/16/2005		S		289,046	D \$ 15.81	1,007,622 <u>(2)</u>	I	By DJR US, LLC <u>(3)</u>
Common	12/16/2005		P		150	A \$ 17	59,086	D	

Stock

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

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(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Convertible Series A-1 Participating Preferred Stock	<u>(1)</u>	12/16/2005		C	624,630	<u>(1)</u> <u>(1)</u>	Common Stock 979,919
Convertible Series C Preferred Stock	<u>(4)</u>	12/16/2005		C	270,587	<u>(4)</u> <u>(4)</u>	Common Stock 316,740

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Blair John Allen C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042	* Please see below

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for John Allen
Blair

12/20/2005

__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) Shares of Convertible Series A-1 Participating Preferred Stock were automatically converted into shares of common stock on a 1-to-1.5688 basis upon the closing of the Issuer's initial public offering on December 16, 2005.
- (2) Excludes 58,936 shares of common stock held directly by Mr. Blair, as initially disclosed on Mr. Blair's Form 3.

Douglas W. Aiken is a Manager and Member of, and John A. Blair and Raj Sundaram are Members of, DJR US, LLC (formerly known as Automotive Lease Guide (alg), LLC), and, as such, exercise voting and/or dispositive powers over the shares held by DJR US, LLC.
- (3) Each of Messrs. Aiken, Blair and Sundaram disclaims beneficial ownership of all of the shares held by DJR US, LLC except to the extent of his pecuniary interest therein.
- (4) Shares of Convertible Series C Preferred Stock were automatically converted into shares of common stock on a 1-to-1.1706 basis upon the closing of the Issuer's initial public offering on December 16, 2005.

Remarks:

- * Mr. Blair is the President of DealerTrack Data Services, 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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