

Jacobs Eric Douglas
 Form 4
 March 19, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Jacobs Eric Douglas

2. Issuer Name and Ticker or Trading Symbol
 DealerTrack Holdings, Inc. [TRAK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, GC and Secretary

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

(Street)

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

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

LAKE SUCCESS, NY 11042

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/15/2007 | | S ⁽¹⁾ | 100 D \$ 29.22 | 12,034 | I | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | | S ⁽¹⁾ | 258 D \$ 29.25 | 11,776 | I | By Self as Trustee for The Eric |

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| | | | | | | | | |
|--------------|------------|------------------------|-----|---|----------|--------|---|--|
| Common Stock | 03/15/2007 | <u>S⁽¹⁾</u> | 400 | D | \$ 29.26 | 11,376 | I | D. Jacobs Grantor Retained Annuity Trust By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | <u>S⁽¹⁾</u> | 371 | D | \$ 29.28 | 11,005 | I | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | <u>S⁽¹⁾</u> | 100 | D | \$ 29.3 | 10,905 | I | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | <u>S⁽¹⁾</u> | 300 | D | \$ 29.31 | 10,605 | I | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | <u>S⁽¹⁾</u> | 400 | D | \$ 29.32 | 10,205 | I | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | <u>S⁽¹⁾</u> | 400 | D | \$ 29.33 | 9,805 | I | By Self as Trustee for |

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| | | | | | | | | |
|--------------|------------|------------------------|-----|---|----------|-------|---|---|
| Common Stock | 03/15/2007 | <u>S⁽¹⁾</u> | 300 | D | \$ 29.34 | 9,505 | I | The Eric D. Jacobs Grantor Retained Annuity Trust By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | <u>S⁽¹⁾</u> | 442 | D | \$ 29.35 | 9,063 | I | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | <u>S⁽¹⁾</u> | 29 | D | \$ 29.36 | 9,034 | I | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | <u>S⁽¹⁾</u> | 400 | D | \$ 29.37 | 8,634 | I | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | <u>S⁽¹⁾</u> | 14 | D | \$ 29.38 | 8,620 | I | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common | 03/15/2007 | <u>S⁽¹⁾</u> | 700 | D | \$ | 7,920 | I | By Self as |

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| Stock | | | | | | | | | |
|-----------------|------------|--------------|-----|---|-------------|-------|---|--|---|
| | | | | | | 29.39 | | | Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | <u>S</u> (1) | 100 | D | \$ 29.46 | 7,820 | I | | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | <u>S</u> (1) | 100 | D | \$ 29.48 | 7,720 | I | | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | <u>S</u> (1) | 500 | D | \$ 29.52 | 7,220 | I | | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | <u>S</u> (1) | 200 | D | \$ 29.53 | 7,020 | I | | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | <u>S</u> (1) | 100 | D | \$ 29.54 | 6,920 | I | | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |

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|--------------|------------|--|------------------|-----|---|----------|-----------------------|---|--|
| Common Stock | 03/15/2007 | | S ⁽¹⁾ | 300 | D | \$ 29.55 | 6,620 | I | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | | S ⁽¹⁾ | 235 | D | \$ 29.56 | 6,385 | I | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | 03/15/2007 | | S ⁽¹⁾ | 251 | D | \$ 29.58 | 6,134 | I | By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust |
| Common Stock | | | | | | | 78,865 ⁽²⁾ | D | |

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

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|-------|---------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jacobs Eric Douglas C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042 | | | SVP, GC and Secretary | |

Signatures

/s/ Eric D. 03/19/2007
Jacobs

 Date
**Signature of Date
Reporting Person

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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2006.
- (2) Includes 74,000 shares of restricted common stock.

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.