

DealerTrack Holdings, Inc.  
Form 4  
June 12, 2008

**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 \*  
McLeer Richard

(Last) (First) (Middle)

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

(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)

06/10/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Strategy and Development

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 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 or Price   |  |                                   |
| Common Stock                    | 06/10/2008                           |  | M                              |   | 10,000 A \$ 2.8   | 49,246 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 06/10/2008                           |  | S                              |   | 4,100 D \$ 18.68  | 45,146 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 06/10/2008                           |  | S                              |   | 1,500 D \$ 18.69  | 43,646 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 06/10/2008                           |  | S                              |   | 2,200 D \$ 18.7   | 41,446 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 06/10/2008                           |  | S                              |   | 200 D \$ 18.71  | 41,246 <sup>(1)</sup>                                    | D                                 |

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|              |            |   |     |   |           |                       |   |
|--------------|------------|---|-----|---|-----------|-----------------------|---|
| Common Stock | 06/10/2008 | S | 100 | D | \$ 18.73  | 41,146 <sup>(1)</sup> | D |
| Common Stock | 06/10/2008 | S | 200 | D | \$ 18.74  | 40,946 <sup>(1)</sup> | D |
| Common Stock | 06/10/2008 | S | 100 | D | \$ 18.75  | 40,846 <sup>(1)</sup> | D |
| Common Stock | 06/10/2008 | S | 500 | D | \$ 18.78  | 40,346 <sup>(1)</sup> | D |
| Common Stock | 06/10/2008 | S | 700 | D | \$ 18.79  | 39,646 <sup>(1)</sup> | D |
| Common Stock | 06/10/2008 | S | 400 | D | \$ 18.795 | 39,246 <sup>(1)</sup> | D |

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 Security (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$ 2.8   | 06/10/2008                           |  | M                              | 10,000  | 01/01/2008   | 05/03/2014  | Common Stock | 10                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| McLeer Richard<br>C/O DEALERTRACK HOLDINGS, INC.<br>1111 MARCUS AVENUE<br>LAKE SUCCESS, NY 11042 |               |           | SVP, Strategy and Development |       |

## Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Richard  
McLeer

06/12/2008

\_\_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) Includes 39,246 shares of restricted common stock.

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