ONeil Mark F Form 4 March 11, 2010

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

ONeil Mark F

(Last)

(City)

(Middle) (First)

2. Issuer Name and Ticker or Trading Symbol

DealerTrack Holdings, Inc. [TRAK]

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

C/O DEALERTRACK HOLDINGS. 03/09/2010

(Zip)

INC., 1111 MARCUS AVENUE, SUITE M04

(State)

(Street)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

LAKE SUCCESS, NY 11042

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following

Issuer

below)

X_ Director

Applicable Line)

X_ Officer (give title

5. Amount of Reported

Transaction(s)

(Instr. 3 and 4)

Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

6. Ownership

Ownership (Instr. 4)

(9-02)

7. Nature of

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman of Board, Pres. & CEO

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

Estimated average

burden hours per

Code V Amount (D) Price

(A)

or

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	(Instr. 8) Acquir or Disp (D) (Instr.			uired (A) isposed of rr. 3, 4,		/Year)	(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable		Title	Amour or Number of Shar	
Performance Stock Unit	\$ 0	03/09/2010		A		58,550 (1)		(2)	01/31/2013	Common Stock	58,55 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 8	Director	10% Owner	Officer	Other				
ONeil Mark F C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042	X		Chairman of Board, Pres. & CEO					

Signatures

/s/ Gary Papilsky as attorney-in-fact for Mark O'Neil 03/11/2009

**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) This amount represents the target number of PSUs (100%) awarded and is subject to adjustment ranging from 0% (threshold) to 137.5% (maximum) based on the percentage achievement of the performance goals.
- The Performance Stock Units will vest in full on January 31, 2013 subject to the achievement of certain performance goals. These performance goals are equally based on both the Company's Adjusted Net Income for calendar year 2010 and the total shareholder return of the Company's common stock as compared to other companies in the NASDAQ Internet Index in the aggregate for calendar years 2010, 2011 and 2012.

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.

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