

DealerTrack Holdings, Inc.  
Form 4  
November 22, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Von Pusch Rick G  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

C/O DEALERTRACK HOLDINGS, INC., 1111 MARCUS AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/02/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
\* please see below

LAKE SUCCESS, NY 11042

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

(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                    | 11/02/2006                           |  | A                              |   | 20,000<br><u>(1)</u>  | A  | \$ 0 20,000 D                     |
| Common Stock                    | 11/02/2006                           |  | A                              |   | 10,000<br><u>(2)</u>  | A  | \$ 0 30,000 D                     |

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

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SEC 1474  
(9-02)

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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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 25.39   | 11/02/2006                           |  | M                              | 20,000  | (3) 11/02/2016   | Common Stock  | 20,000                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                    |
|--|---------------|-----------|---------|--------------------|
|  | Director      | 10% Owner | Officer | Other              |
| Von Pusch Rick G<br>C/O DEALERTRACK HOLDINGS, INC.<br>1111 MARCUS AVENUE<br>LAKE SUCCESS, NY 11042 |               |           |         | * please see below |

## Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Rick G. Von Pusch  
11/22/2006

\*\*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) The shares of restricted common stock will vest in full on January 31, 2010, subject to the achievement of certain pre-established goals for fiscal years 2007, 2008 and 2009. These performance goals are equally based on both the Company's earnings before interest, taxes, depreciation and amortization, as adjusted ("EBITDA") and the market value of the Company's common stock, in each case as measured on the last day of the fiscal year.

(2) 25% of the shares of restricted common stock will vest yearly from November 2, 2006, such that 100% of the shares will be fully vested on November 2, 2010.

(3) 25% of the shares subject to the option will vest on the first anniversary date of November 2, 2007, 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 November 2, 2010.

### Remarks:

Senior Vice President, Customer Development - DealerTrack, 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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