

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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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 *
McLeer Richard

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)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Strategy and Development

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

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Common Stock	06/10/2008	S	100	D	\$ 18.73	41,146 ⁽¹⁾	D
Common Stock	06/10/2008	S	200	D	\$ 18.74	40,946 ⁽¹⁾	D
Common Stock	06/10/2008	S	100	D	\$ 18.75	40,846 ⁽¹⁾	D
Common Stock	06/10/2008	S	500	D	\$ 18.78	40,346 ⁽¹⁾	D
Common Stock	06/10/2008	S	700	D	\$ 18.79	39,646 ⁽¹⁾	D
Common Stock	06/10/2008	S	400	D	\$ 18.795	39,246 ⁽¹⁾	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	Am or Num of S
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 C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE 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.

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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