

McLeer Richard
Form 3
August 30, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/21/2006

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

4. Relationship of Reporting Person(s) to Issuer

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

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

(Street)

LAKE SUCCESS, NY 11042

(City) (State) (Zip)

(Check all applicable)

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

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 Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

47,788 ⁽¹⁾

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â (2)	01/16/2012	Common Stock	6,250	\$ 3.12	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	01/30/2013	Common Stock	6,250	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	05/14/2011	Common Stock	293	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	05/14/2011	Common Stock	293	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	05/03/2014	Common Stock	30,000	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	Â (5)	08/18/2014	Common Stock	30,000	\$ 2.8	D	Â
Non-Qualified Stock Option (right to buy)	Â (6)	05/26/2015	Common Stock	5,000	\$ 12.92	D	Â
Non-Qualified Stock Option (right to buy)	Â (7)	01/26/2016	Common Stock	8,000	\$ 20.68	D	Â

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	Â	Â	Â * please see below	Â

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Richard McLeer 08/29/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 31,250 shares of restricted common stock.
- (2) 100% of the shares subject to the option are fully vested and exercisable.
25% of the shares subject to the option will vest on the first anniversary date of January 30, 2003, and 1/36th of the remaining shares
- (3) subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on January 30, 2007.
- (4) 25% of the shares subject to the option will vest on the first anniversary date of January 1, 2004, 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 January 1,

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2008.

(5) 25% of the shares subject to the option will vest on the first anniversary date of August 18, 2004, 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 August 18, 2008.

(6) 25% of the shares subject to the option will vest on the first anniversary date of May 26, 2005, 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 May 26, 2009.

(7) 25% of the shares subject to the option will vest on the first anniversary date of January 27, 2006, 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 January 27, 2010.

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Remarks:

Senior Vice President, Strategy and 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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