

Dietz Steven J
Form 4
May 21, 2007

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 *
Dietz Steven J

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)

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

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

C/O DEALERTRACK HOLDINGS, INC., 1111 MARCUS AVENUE, SUITE M04

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 03/17/2007 | | S | 1,619 D \$ 33 | 125,926 | I | By GRPAQ, L.P. (1) |
| Common Stock | 03/17/2007 | | S | 144 D \$ 33.01 | 125,782 | I | By GRPAQ, L.P. (1) |
| Common Stock | 03/17/2007 | | S | 82 D \$ 33.02 | 125,700 | I | By GRPAQ, L.P. (1) |
| Common | 03/17/2007 | | S | 164 D \$ | 125,536 | I | By |

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| | | | | | | | | | |
|-----------------|------------|---|-------|---|-------------|---------|---|--|---------------------------------|
| Stock | | | | | 33.07 | | | | GRPAQ, L.P. <u>(1)</u> |
| Common Stock | 03/17/2007 | S | 164 | D | \$ 33.1 | 125,372 | I | | By GRPAQ, L.P. <u>(1)</u> |
| Common Stock | 03/17/2007 | S | 114 | D | \$ 33.15 | 125,258 | I | | By GRPAQ, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 1,432 | D | \$ 33 | 123,826 | I | | By GRPAQ, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 648 | D | \$ 33.03 | 123,178 | I | | By GRPAQ, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 648 | D | \$ 33.04 | 122,530 | I | | By GRPAQ, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 648 | D | \$ 33.05 | 121,882 | I | | By GRPAQ, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 648 | D | \$ 33.06 | 121,234 | I | | By GRPAQ, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 648 | D | \$ 33.07 | 120,586 | I | | By GRPAQ, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 971 | D | \$ 33.08 | 119,615 | I | | By GRPAQ, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 1,619 | D | \$ 33.12 | 117,996 | I | | By GRPAQ, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 477 | D | \$ 33.15 | 117,519 | I | | By GRPAQ, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 1,328 | D | \$ 33.19 | 116,191 | I | | By GRPAQ, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 1,272 | D | \$ 33.2 | 114,919 | I | | By GRPAQ, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 32 | D | \$ 33.25 | 114,887 | I | | By GRPAQ, L.P. <u>(1)</u> |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|-----------------------|---|-------------------------------|
| Common Stock | 03/21/2007 | | S | 520 | D | \$ 32.96 | 114,367 | I | By GRPAQ, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 1,301 | D | \$ 32.97 | 113,066 | I | By GRPAQ, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 650 | D | \$ 32.98 | 112,416 | I | By GRPAQ, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 780 | D | \$ 32.99 | 111,636 | I | By GRPAQ, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 8,212 | D | \$ 33 | 103,424 | I | By GRPAQ, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 692 | D | \$ 33.01 | 102,732 | I | By GRPAQ, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 3,274 | D | \$ 33.03 | 99,458 | I | By GRPAQ, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 390 | D | \$ 33.05 | 99,068 | I | By GRPAQ, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 221 | D | \$ 33.1 | 98,847 | I | By GRPAQ, L.P. ⁽¹⁾ |
| Common Stock | | | | | | | 178,741 | I | By GRPVC, L.P. ⁽²⁾ |
| Common Stock | | | | | | | 12,000 ⁽³⁾ | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Instr. 3 and 4) | | Title | Amount or Number of Shares |
|---------------------|---|---|------------------|-----|-------|----------------------------|
| | Code | V | (A) | (D) | | |
| | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dietz Steven J C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042 | X | | | |

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Steven J. Dietz
Date: 05/21/2007

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) GRPAQ, Inc. is the general partner of GRPAQ, L.P. Mr. Dietz is Chief Financial Officer of GRPAQ, Inc.
- (2) GRP Management Services Corp., or GRPMS, is the general partner of GRPVC, L.P. Mr. Dietz is Chief Financial Officer of GRPMS.
- (3) Includes 3,500 shares of restricted common stock.

Remarks:

Due to the SEC's row number limitations this Form 4 is being filed in two parts. This is part 1 of 2.

On May 4, 2007, GRP II, L.P. and related entities distributed the shares of the issuer's common stock that they held. Subsequent

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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