

Herrera Ana
Form 4
September 21, 2011

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 *
Herrera Ana

(Last) (First) (Middle)

1111 MARCUS AVE., SUITE M04

(Street)

LAKE SUCCESS, NY US 11042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DealerTrack Holdings, Inc. [TRAK]

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

09/19/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP of Human Resources

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 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 | 09/19/2011 | | A | | 27,470 (1) A \$ 0 49,352 (2) | D | |
| Common Stock | 09/19/2011 | | A | | 2,716 (6) A \$ 0 52,068 (7) | 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) | \$ 18.07 | 09/19/2011 | | A | 34,978 | (3) 09/19/2018 | Common Stock | 34,978 |
| Non-Qualified Stock Option (right to buy) | \$ 24.5 | 09/19/2011 | | A | 3,375 | (3) 09/19/2018 | Common Stock | 3,375 |
| Non-Qualified Stock Option (right to buy) | \$ 19.65 | 09/19/2011 | | A | 23,630 | (3) 09/19/2018 | Common Stock | 23,630 |
| Performance Stock Units | \$ 0 | 09/19/2011 | | A | 9,260 (4) | (5) 01/31/2014 | Common Stock | 9,260 (4) |
| Performance Stock Units | \$ 0 | 09/19/2011 | | A | 5,325 (4) | (8) 01/31/2013 | Common Stock | 5,325 (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Herrera Ana 1111 MARCUS AVE. SUITE M04 LAKE SUCCESS, NY US 11042 | | | SVP of Human Resources | |

Signatures

/s/ Gary Papilsky as attorney-in-fact for Ana Herrera
 09/21/2011
 **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) Each restricted stock unit represents a contingent right to receive one share of DealerTrack common stock. The restricted stock units vest in four equal annual installments beginning September 15, 2012.

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- (2) Includes 27,470 restricted stock units.
- (3) 25% of the shares subject to the option will vest on September 15, 2012, 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 September 15, 2015.
- (4) 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.

(5) The Performance Stock Units will vest in full on January 31, 2014 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 2011 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 2011, 2012 and 2013.

(6) Each restricted stock unit represents a contingent right to receive one share of DealerTrack common stock. The restricted stock units vest on January 31, 2013.

- (7) Includes 30,186 restricted stock units.

(8) The Performance Stock Units will vest in full on January 31, 2013 subject to the achievement of certain performance goals. These performance goals are based on 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.

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