Jacobs Eric Douglas Form 4 March 01, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: Expires:

OMB APPROVAL

January 31, 2005

0.5

burden hours per response...

Estimated average

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

Name and Address of Reporting Jacobs Eric Douglas	ng Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First)	(Middle)	DealerTrack Holdings, Inc. [TRAK] 3. Date of Earliest Transaction	(Check all applicable)		
1111 MARCUS AVE., SU	` ′	(Month/Day/Year) 02/28/2012	Director 10% Owner Sylventified title Other (specify below) SVP, CFO and CAO		
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
LAKE SUCCESS, NY US	11042		Form filed by More than One Reporting Person		
(City) (State)	(Zip)	Table I - Non-Derivative Securities Aco	uired Disposed of or Reneficially Owner		

(011)	(State) (2	Table	: I - Non-De	erivative Se	ecurities Ac	quired, Disposed (of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired ((A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(4)	Reported		
					(A)	Transaction(s)		
			Code V	Amount	or (D) Price	(Instr. 3 and 4)		
C			Code V	Amount	(D) Price			
Common	02/28/2012		۸	9,530	Λ Φ Ω	50.008 (2)	D	

02/28/2012 50,098 (2) D (1) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: Jacobs Eric Douglas - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 27.99	02/28/2012		M	24,480	<u>(3)</u>	02/28/2019	Common Stock	24,4
Performance Stock Unit	\$ 0	02/28/2012		A	9,530 (4)	(5)	01/31/2015	Common Stock	9,5 (4

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Jacobs Eric Douglas 1111 MARCUS AVE. SUITE M04

SVP, CFO and CAO

LAKE SUCCESS, NY US 11042

Signatures

/s/ Gary Papilsky as attorney-in-fact for Eric Jacobs

03/01/2012

**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 February 28, 2013.
- (2) Includes 40,490 restricted stock units.
- (3) 25% of the shares subject to the option will vest on February 28, 2013, 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 February 28, 2016.
- (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
- The Performance Stock Units will vest in full on January 31, 2015 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 2012 and the total shareholder return of the Company's common stock as compared to other companies in the NASDAQ U.S. Benchmark Software Index in the aggregate for calendar years 2012, 2013 and 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2