

Dietz Steven J  
Form 4  
May 21, 2007

**FORM 4**

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

OMB APPROVAL

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**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

(Street)

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)	Price				
				Code	V	Amount			
Common Stock	03/17/2007		S	2,331	D	\$ 33	176,410	I	By GRPVC, L.P. <sup>(1)</sup>
Common Stock	03/17/2007		S	206	D	\$ 33.01	176,204	I	By GRPVC, L.P. <sup>(1)</sup>
Common Stock	03/17/2007		S	118	D	\$ 33.02	176,086	I	By GRPVC, L.P. <sup>(1)</sup>
Common	03/17/2007		S	236	D	\$	175,850	I	By

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Stock					33.07				GRPVC, L.P. <u>(1)</u>
Common Stock	03/17/2007	S	236	D	\$ 33.1	175,614	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/17/2007	S	165	D	\$ 33.15	175,449	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	2,061	D	\$ 33	173,388	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	932	D	\$ 33.03	172,456	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	932	D	\$ 33.04	171,524	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	932	D	\$ 33.05	170,592	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	932	D	\$ 33.06	169,660	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	932	D	\$ 33.07	168,728	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	1,399	D	\$ 33.08	167,329	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	2,331	D	\$ 33.12	164,998	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	686	D	\$ 33.15	164,312	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	1,911	D	\$ 33.19	162,401	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	1,831	D	\$ 33.2	160,570	I		By GRPVC, L.P. <u>(1)</u>
Common Stock	03/18/2007	S	47	D	\$ 33.25	160,523	I		By GRPVC, L.P. <u>(1)</u>

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Common Stock	03/21/2007		S	749	D	\$ 32.96	159,774	I	By GRPVC, L.P. <sup>(1)</sup>
Common Stock	03/21/2007		S	1,871	D	\$ 32.97	157,903	I	By GRPVC, L.P. <sup>(1)</sup>
Common Stock	03/21/2007		S	936	D	\$ 32.98	156,967	I	By GRPVC, L.P. <sup>(1)</sup>
Common Stock	03/21/2007		S	1,123	D	\$ 32.99	155,844	I	By GRPVC, L.P. <sup>(1)</sup>
Common Stock	03/21/2007		S	11,817	D	\$ 33	144,027	I	By GRPVC, L.P. <sup>(1)</sup>
Common Stock	03/21/2007		S	996	D	\$ 33.01	143,031	I	By GRPVC, L.P. <sup>(1)</sup>
Common Stock	03/21/2007		S	4,712	D	\$ 33.03	138,319	I	By GRPVC, L.P. <sup>(1)</sup>
Common Stock	03/21/2007		S	562	D	\$ 33.05	137,757	I	By GRPVC, L.P. <sup>(1)</sup>
Common Stock	03/21/2007		S	318	D	\$ 33.1	137,439	I	By GRPVC, L.P. <sup>(1)</sup>
Common Stock							98,847	I	By GRPAQ, L.P. <sup>(2)</sup>
Common Stock							12,000 <sup>(3)</sup>	D	

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

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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	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. Nature of Derivative Security Beneficially Owned
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