

DealerTrack Holdings, Inc.
Form 4
August 16, 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 *
Jacobs Eric Douglas

(Last) (First) (Middle)

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

(Street)

LAKE SUCCESS, NY 11042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DealerTrack Holdings, Inc. [TRAK]

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

08/15/2007

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, GC and Secretary

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/15/2007		S	500 D \$ 37.05	5,634	I	By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust
Common Stock	08/15/2007		S	100 D \$ 37.22	5,534	I	By Self as Trustee for The Eric

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Common Stock	08/15/2007	S	800	D	\$ 37.49	4,734	I	D. Jacobs Grantor Retained Annuity Trust By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust
Common Stock	08/15/2007	S	177	D	\$ 37.5	4,557	I	By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust
Common Stock	08/15/2007	S	35	D	\$ 37.51	4,522	I	By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust
Common Stock	08/15/2007	<u>S⁽¹⁾</u>	23	D	\$ 37.52	4,499	I	By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust
Common Stock	08/15/2007	<u>S⁽¹⁾</u>	65	D	\$ 37.53	4,434	I	By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust
Common Stock	08/15/2007	<u>S⁽¹⁾</u>	100	D	\$ 37.57	4,334	I	By Self as Trustee for

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Common Stock	08/15/2007	<u>S</u> (1)	1,100	D	\$ 37.65	3,234	I	The Eric D. Jacobs Grantor Retained Annuity Trust By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust
Common Stock	08/15/2007	<u>S</u> (1)	100	D	\$ 37.78	3,134	I	By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust
Common Stock	08/15/2007	<u>S</u> (1)	200	D	\$ 37.99	2,934	I	By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust
Common Stock	08/15/2007	<u>S</u> (1)	100	D	\$ 38	2,834	I	By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust
Common Stock	08/15/2007	<u>S</u> (1)	900	D	\$ 38.01	1,934	I	By Self as Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust
Common	08/15/2007	<u>S</u> (1)	300	D	\$	1,634	I	By Self as

Stock	38.17	Trustee for The Eric D. Jacobs Grantor Retained Annuity Trust
Common Stock	83,865 ⁽²⁾	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 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jacobs Eric Douglas C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042			SVP, GC and Secretary	

Signatures

/s/ Eric D. Jacobs 08/16/2007

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2006 and amended on May 21, 2007.
- (2) Includes 76,500 shares of restricted common stock.

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.