

DealerTrack Holdings, Inc.
Form 4
August 14, 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 *
Cox Robert J III

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)
08/13/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, CFO and Treasurer

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

(Street)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/13/2007		S	2,300 D \$ 39	103,638 ⁽¹⁾	D	
Common Stock	08/13/2007		S	1,995 D \$ 39.02	101,643 ⁽¹⁾	D	
Common Stock	08/13/2007		S	100 D \$ 39.04	101,543 ⁽¹⁾	D	
Common Stock	08/13/2007		S	205 D \$ 39.06	101,338 ⁽¹⁾	D	
Common Stock	08/13/2007		S	1,100 D \$ 39.07	100,238 ⁽¹⁾	D	

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Common Stock	08/13/2007	S	300	D	\$ 39.08	99,938 ⁽¹⁾	D
Common Stock	08/13/2007	S	400	D	\$ 39.09	99,538 ⁽¹⁾	D
Common Stock	08/13/2007	S	300	D	\$ 39.1	99,238 ⁽¹⁾	D
Common Stock	08/13/2007	S	100	D	\$ 39.16	99,138 ⁽¹⁾	D
Common Stock	08/13/2007	S	200	D	\$ 99.18	98,938 ⁽¹⁾	D
Common Stock	08/13/2007	S	100	D	\$ 39.19	98,838 ⁽¹⁾	D
Common Stock	08/13/2007	S	300	D	\$ 39.21	38,538 ⁽¹⁾	D
Common Stock	08/13/2007	S	400	D	\$ 39.2	98,138 ⁽¹⁾	D
Common Stock	08/13/2007	S	300	D	\$ 39.22	97,838 ⁽¹⁾	D
Common Stock	08/13/2007	S	1,000	D	\$ 39.19	96,838 ⁽¹⁾	D
Common Stock	08/13/2007	S	700	D	\$ 39.37	96,138 ⁽¹⁾	D
Common Stock	08/13/2007	S	200	D	\$ 39.4	95,938 ⁽¹⁾	D

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

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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 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 Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Title			

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cox Robert J III C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042			SVP, CFO and Treasurer	

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Robert J. Cox III	08/14/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Includes 91,000 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.