

Dealertrack Technologies, Inc
Form 4
January 02, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Oneil Mark F

2. Issuer Name **and** Ticker or Trading
Symbol
Dealertrack Technologies, Inc
[TRAK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1111 MARCUS AVE., SUITE M04
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2014

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, Pres. and CEO

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 US 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 01/02/2014 | | M | 25,000 A | \$ 2.8 273,004 ⁽³⁾ | D | |
| Common Stock | 01/02/2014 | | S ⁽¹⁾ | 25,000 D | \$ 47.8645 248,004 ⁽³⁾ ⁽²⁾ | D | |
| Common Stock | 01/02/2014 | | M | 10,000 A | \$ 38.98 258,004 ⁽³⁾ | D | |
| Common Stock | 01/02/2014 | | S ⁽¹⁾ | 10,000 D | \$ 47.7299 248,004 ⁽³⁾ ⁽⁴⁾ | D | |
| | | | | | 30,583 | I | Trusts |

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Common
Stock

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Underlying Securities |
|---|--|---|---|--------------------------------------|--|--|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 2.8 | 01/02/2014 | | M | 25,000 | 08/18/2008 | 08/18/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 38.98 | 01/02/2014 | | M | 10,000 | 08/08/2007 | 08/07/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| ONeil Mark F 1111 MARCUS AVE. SUITE M04 LAKE SUCCESS, NY US 11042 | X Chairman, Pres. and CEO |

Signatures

/s/ Gary Papilsky as attorney-in-fact for Mark O'Neil 01/02/2014

**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).

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- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 7, 2012.

This transaction was executed in multiple trades at prices ranging from \$47.565 to \$48.04. The price reported above reflects the weighted

- (2) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) Includes 66,134 restricted stock units.

This transaction was executed in multiple trades at prices ranging from \$47.455 to \$47.955. The price reported above reflects the

- (4) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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