

Dealertrack Technologies, Inc
 Form 4
 March 05, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Furcolo Mark

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)

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

02/28/2014

EVP, Lender Solutions

(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 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)
			Code	V	Amount or Price		
Common Stock	03/04/2014		M		5,030 A \$ 28.87	25,488 ⁽¹⁾	D
Common Stock	03/04/2014		S		5,030 D \$ 56.9763	20,458 ⁽¹⁾	D
Common Stock	03/04/2014		S		3,503 D \$ 56.8459	16,955 ⁽¹⁾	D
Common Stock	02/28/2014		F		403 ⁽³⁾ D \$ 54.07	20,458 ⁽⁴⁾	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 (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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 28.87	03/04/2014		M	5,030	<u>(2)</u> 03/04/2020	Common Stock	5,030

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Furcolo Mark
C/O DEALERTRACK HOLDINGS, INC.
1111 MARCUS AVENUE
LAKE SUCCESS, NY US 11042

EVP, Lender Solutions

Signatures

/s/ Gary Papilsky as attorney-in-fact for Mark Furcolo

03/05/2014

__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).

(1) Includes 13,517 restricted stock units.

(2) 25% of the shares subject to the option vested on March 4, 2014, 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 March 4, 2017.

(3) Represents shares withheld from vested RSUs for the payment of applicable income and payroll withholding taxes due on vesting.

(4) Includes 15,394 restricted stock units.

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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