

DealerTrack Holdings, Inc.
Form 3/A
April 28, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â CIRILLO MARY A

(Last)

(First)

(Middle)

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

(Street)

LAKE SUCCESS, Â NY Â 11042

(City)

(State)

(Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

12/12/2005

3. Issuer Name and Ticker or Trading Symbol
DealerTrack Holdings, Inc. [TRAK]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)
12/12/2005

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Deferred Stock Units ⁽¹⁾ ⁽²⁾	Â ⁽³⁾	Â ⁽³⁾	Common Stock	847.95 \$ ⁽¹⁾	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CIRILLO MARY A C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042	Â X Â Â Â

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Mary
Cirillo-Goldberg 04/27/2006

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These are Deferred Stock Units acquired under the DealerTrack Holdings, Inc. Directors' Deferred Compensation Plan through Board fee deferral. Each Deferred Stock Unit is the economic equivalent of one share of DealerTrack Holdings, Inc. Common Stock.
- (2) These Deferred Stock Units were inadvertently omitted when the original Form 3 was filed on December 12, 2005.
- (3) Deferred Stock Units are converted into DealerTrack Holdings, Inc. Common Stock and distributed upon the payment commencement date selected by the Reporting Person.

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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