

Dietz Steven J
Form 4
May 21, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Dietz Steven J

(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)

03/17/2007

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)

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 03/17/2007 | | S | 2,331 | D | \$ 33 | 176,410 | I | By GRPVC, L.P. ⁽¹⁾ |
| Common Stock | 03/17/2007 | | S | 206 | D | \$ 33.01 | 176,204 | I | By GRPVC, L.P. ⁽¹⁾ |
| Common Stock | 03/17/2007 | | S | 118 | D | \$ 33.02 | 176,086 | I | By GRPVC, L.P. ⁽¹⁾ |
| Common | 03/17/2007 | | S | 236 | D | \$ | 175,850 | I | By |

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| | | | | | | | | | |
|-----------------|------------|---|-------|---|-------------|---------|---|--|---------------------------------|
| Stock | | | | | 33.07 | | | | GRPVC, L.P. <u>(1)</u> |
| Common Stock | 03/17/2007 | S | 236 | D | \$ 33.1 | 175,614 | I | | By GRPVC, L.P. <u>(1)</u> |
| Common Stock | 03/17/2007 | S | 165 | D | \$ 33.15 | 175,449 | I | | By GRPVC, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 2,061 | D | \$ 33 | 173,388 | I | | By GRPVC, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 932 | D | \$ 33.03 | 172,456 | I | | By GRPVC, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 932 | D | \$ 33.04 | 171,524 | I | | By GRPVC, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 932 | D | \$ 33.05 | 170,592 | I | | By GRPVC, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 932 | D | \$ 33.06 | 169,660 | I | | By GRPVC, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 932 | D | \$ 33.07 | 168,728 | I | | By GRPVC, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 1,399 | D | \$ 33.08 | 167,329 | I | | By GRPVC, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 2,331 | D | \$ 33.12 | 164,998 | I | | By GRPVC, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 686 | D | \$ 33.15 | 164,312 | I | | By GRPVC, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 1,911 | D | \$ 33.19 | 162,401 | I | | By GRPVC, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 1,831 | D | \$ 33.2 | 160,570 | I | | By GRPVC, L.P. <u>(1)</u> |
| Common Stock | 03/18/2007 | S | 47 | D | \$ 33.25 | 160,523 | I | | By GRPVC, L.P. <u>(1)</u> |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|----------|-----------------------|---|-------------------------------|
| Common Stock | 03/21/2007 | | S | 749 | D | \$ 32.96 | 159,774 | I | By GRPVC, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 1,871 | D | \$ 32.97 | 157,903 | I | By GRPVC, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 936 | D | \$ 32.98 | 156,967 | I | By GRPVC, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 1,123 | D | \$ 32.99 | 155,844 | I | By GRPVC, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 11,817 | D | \$ 33 | 144,027 | I | By GRPVC, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 996 | D | \$ 33.01 | 143,031 | I | By GRPVC, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 4,712 | D | \$ 33.03 | 138,319 | I | By GRPVC, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 562 | D | \$ 33.05 | 137,757 | I | By GRPVC, L.P. ⁽¹⁾ |
| Common Stock | 03/21/2007 | | S | 318 | D | \$ 33.1 | 137,439 | I | By GRPVC, L.P. ⁽¹⁾ |
| Common Stock | | | | | | | 98,847 | I | By GRPAQ, L.P. ⁽²⁾ |
| Common Stock | | | | | | | 12,000 ⁽³⁾ | D | |

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nature of Derivative Security Beneficially Owned |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|

| Derivative Security | Code | V | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 3 and 4) |
|---------------------|------|---|---|-----|------------------|-----------------|-------|----------------------------|------------------|
| | | | (A) | (D) | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dietz Steven J C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042 | X | | | |

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Steven J. Dietz
Date: 05/21/2007

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) GRP Management Services Corp., or GRPMS, is the general partner of GRPVC, L.P. Mr. Dietz is Chief Financial Officer of GRPMS.
- (2) GRPAQ, Inc. is the general partner of GRPAQ, L.P. Mr. Dietz is Chief Financial Officer of GRPAQ, Inc.
- (3) Includes 3,500 shares of restricted common stock.

Remarks:

Due to the SEC's row number limitations this Form 4 is being filed in two parts. This is part 2 of 2.

On May 4, 2007, GRP II, L.P. and related entities distributed the shares of the issuer's common stock that they held. Subsequent

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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