

POWER JAMES DAVID III
Form 3
December 12, 2005

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 * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol |
| Â POWER JAMES DAVID III | (Month/Day/Year) | DealerTrack Holdings, Inc. [TRAK] |
| (Last) (First) (Middle) | 12/12/2005 | |
| | | 4. Relationship of Reporting Person(s) to Issuer |
| | | 5. If Amendment, Date Original Filed(Month/Day/Year) |

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

(Street)

(Check all applicable)

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

LAKE SUCCESS,Â NYÂ 11042

(City) (State) (Zip)

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) |
|------------------------------------|--|---|--|
| Restricted Common Stock | 3,500 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Non-Qualified Stock Option (right to buy) | Â (2) | 05/25/2015 | Common Stock | 10,000 | \$ 12.92 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 05/25/2015 | Common Stock | 10,000 | \$ 12.92 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 05/25/2015 | Common Stock | 30,000 | \$ 12.92 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 06/17/2012 | Common Stock | 6,250 | \$ 2.8 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POWER JAMES DAVID III 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 James David Power III

12/12/2005

__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) 1/3rd of the shares of restricted common stock will vest yearly from July 1, 2005, such that 100% of the shares will be fully vested on July 1, 2008.
 - (2) 100% of the shares subject to the option are fully vested and exercisable.
 - (3) 100% of the shares subject to the option will vest on the first anniversary date of May 26, 2005.
 - (4) 1/3rd of the shares subject to the option will vest yearly from July 1, 2005, such that 100% of the shares subject to the option will be fully vested on July 1, 2008.
 - (5) 100% of the shares subject to the option are fully vested and exercisable.

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.