

Blair John Allen  
 Form 4  
 December 20, 2005

**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 \*  
 Blair John Allen

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

DealerTrack Holdings, Inc. [TRAK]

(Check all applicable)

(Last) (First) (Middle)

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

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

\* Please see below

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

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(Street)

LAKE SUCCESS, NY 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                    | 12/16/2005                           |  | C                              | 979,919 A (1)   | 979,919 (2)   | I  | By DJR US, LLC (3)                                    |
| Common Stock                    | 12/16/2005                           |  | C                              | 316,749 A (4)   | 1,296,668 (2)   | I  | By DJR US, LLC (3)                                    |
| Common Stock                    | 12/16/2005                           |  | S                              | 289,046 D \$ 15.81  | 1,007,622 (2)   | I  | By DJR US, LLC (3)                                    |
| Common                          | 12/16/2005                           |  | P                              | 150 A \$ 17   | 59,086  | D  |   |

Stock

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 Acquired (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount of Number of Shares                              |
| Convertible Series A-1 Participating Preferred Stock | (1)  | 12/16/2005                           |  | C                              | 624,630   | (1) (1)  | Common Stock 979,919  |
| Convertible Series C Preferred Stock                 | (4)  | 12/16/2005                           |  | C                              | 270,587   | (4) (4)  | Common Stock 316,740  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                    |
|---|---------------|-----------|---------|--------------------|
|   | Director      | 10% Owner | Officer | Other              |
| Blair John Allen<br>C/O DEALERTRACK HOLDINGS, INC.<br>1111 MARCUS AVENUE, SUITE M04<br>LAKE SUCCESS, NY 11042 |               |           |         | * Please see below |

## Signatures

/s/ Eric D. Jacobs as attorney-in-fact for John Allen  
Blair

12/20/2005

\*\*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) Shares of Convertible Series A-1 Participating Preferred Stock were automatically converted into shares of common stock on a 1-to-1.5688 basis upon the closing of the Issuer's initial public offering on December 16, 2005.
- (2) Excludes 58,936 shares of common stock held directly by Mr. Blair, as initially disclosed on Mr. Blair's Form 3.  
Douglas W. Aiken is a Manager and Member of, and John A. Blair and Raj Sundaram are Members of, DJR US, LLC (formerly known as Automotive Lease Guide (alg), LLC), and, as such, exercise voting and/or dispositive powers over the shares held by DJR US, LLC.
- (3) Each of Messrs. Aiken, Blair and Sundaram disclaims beneficial ownership of all of the shares held by DJR US, LLC except to the extent of his pecuniary interest therein.
- (4) Shares of Convertible Series C Preferred Stock were automatically converted into shares of common stock on a 1-to-1.1706 basis upon the closing of the Issuer's initial public offering on December 16, 2005.

### Remarks:

- \* Mr. Blair is the President of DealerTrack Data Services, Inc.

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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