

Giglia Charles J
 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 * Â Giglia Charles J (Last) (First) (Middle) | 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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP and CIO--DealerTrack, Inc. | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|

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

LAKE SUCCESS, Â NY Â 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 | 5,000 ⁽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 | 30,000 | \$ 12.92 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 08/17/2014 | Common Stock | 90,000 | \$ 2.8 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 05/02/2014 | Common Stock | 30,000 | \$ 2.8 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 12/03/2010 | Common Stock | 15,625 | \$ 2.8 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (6) | 01/29/2013 | Common Stock | 28,125 | \$ 2.8 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (7) | 01/15/2012 | Common Stock | 9,375 | \$ 3.12 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (8) | 01/15/2012 | Common Stock | 28,125 | \$ 3.12 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Giglia Charles J C/O DEALERTRACK HOLDINGS, INC. 1111 MARCUS AVENUE, SUITE M04 LAKE SUCCESS, NY 11042 | Â | Â | Â SVP and CIO--DealerTrack, Inc. | Â |

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Charles J. Giglia
 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) 25% of the shares of restricted common stock will vest yearly from May 26, 2005, such that 100% of the shares will be fully vested on May 26, 2009.
 - (2) 25% of the shares subject to the option will vest on the first anniversary date of May 26, 2005, 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 May 26, 2009.
 25% of the shares subject to the option will vest on the first anniversary date of August 18, 2004, and 1/36th of the remaining shares
 - (3) subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on August 18, 2008.
 - (4)

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25% of the shares subject to the option will vest on the first anniversary date of January 1, 2004, 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 January 1, 2008.

(5) 100% of the shares subject to the option are fully vested and exercisable.

25% of the shares subject to the option will vest on the first anniversary date of January 1, 2003, and 1/36th of the remaining shares

(6) subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on January 1, 2007.

(7) 100% of the shares subject to the option are fully vested and exercisable.

25% of the shares subject to the option will vest on the first anniversary date of January 16, 2002, and 1/36th of the remaining shares

(8) subject to the option will vest each month thereafter, such that 100% of the shares subject to the option will be fully vested on January 16, 2006.

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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