

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)

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

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP and CIO--DealerTrack, Inc.

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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.
 - (3) 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 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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