Dealertrack Technologies, Inc Form 4 February 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

Synings: January 31,

Expires: 2005
Estimated average

burden hours per response...

0.5

Check this box if no longer subject to Section 16. Form 4 or

Section 16.

Form 4 or

Form 5

obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(c) of the Public Utility Holding Company Act of 1935 or Section 17(c) of the Public Utility Holding Company Act of 1935 or Section 17(c) of the Public Utility Holding Company Act of 1935 or Section 17(c) of the Public Utility Holding Company Act of 1935 or Section 17(c) of the Public Utility Holding Company Act of 1935 or Section 1935

obligations may continue. See Instruction

See Instruction

See Instruction

Obligations and pursuant to Section 10(a) of the Securities Exchange Act of 1934, 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 **
McLeer Richard

2. Issuer Name **and** Ticker or Trading Symbol

Dealertrack Technologies, Inc

[TRAK]

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 01/31/2015

1111 MARCUS AVE., SUITE M04
(Street)

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 ____ Other (specify below)

EVP, CIO and Services

6. Individual or Joint/Group Filing(Check

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

Person

LAKE SUCCESS, NY US 11042

(Ctata)

(City)	(State) (Table Table	e I - Non-D	erivative S	Securit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	, ,	any	Code	(Instr. 3, 4		` ′	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		(A) or		Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/31/2015		M	10,577 (2)	A	\$0	40,670 (1)	D	
Common Stock	01/31/2015		F	4,029 (3)	D	\$ 40.2	36,641 <u>(1)</u>	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Edgar Filing: Dealertrack Technologies, Inc - Form 4

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. Transactic 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)		Underlying	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amour or Number of	

Code V (A)

M

(D)

9,530 01/31/2015 01/31/2015

Other

Shares

9,530

Common

Stock

Reporting Owners

\$0

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer			

McLeer Richard

1111 MARCUS AVE.

SUITE M04

LAKE SUCCESS, NY US 11042

EVP, CIO
and
Services

01/31/2015

Signatures

Performance

Stock Unit

/s/ Gary Papilsky as attorney-in-fact for Richard
McLeer 02/05/2015

**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) Includes 21,132 restricted stock units.
- (2) This amount represents the number of shares that the performance share units which vested on January 31, 2015 converted into based on the acheivement of performance targets.
- (3) Represents shares withheld from vested PSUs for the payment of applicable income and payroll withholding taxes due on vesting.

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.

Reporting Owners 2