

Dealertrack Technologies, Inc
 Form 4
 June 03, 2014

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 *
 Jacobs Eric Douglas

2. Issuer Name and Ticker or Trading Symbol
 Dealertrack Technologies, Inc
 [TRAK]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1111 MARCUS AVE., SUITE M04
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/02/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, CFO and CAO

LAKE SUCCESS, NY US 11042
 (City) (State) (Zip)

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

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/02/2014 | | M | 300 A \$ 24.5 | 41,312 ⁽¹⁾ | D | |
| Common Stock | 06/02/2014 | | S ⁽²⁾ | 300 D \$ 40 | 41,012 ⁽¹⁾ | D | |
| Common Stock | 06/03/2014 | | M | 500 A \$ 24.5 | 41,512 ⁽¹⁾ | D | |
| Common Stock | 06/03/2014 | | S ⁽²⁾ | 500 D \$ 40 | 41,012 ⁽¹⁾ | D | |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 24.5 | 06/02/2014 | | M | 300 | 01/24/2008 01/23/2015 | Common Stock | 300 |
| Non-Qualified Stock Option (right to buy) | \$ 24.5 | 06/03/2014 | | M | 500 | 01/24/2008 01/23/2015 | Common Stock | 500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jacobs Eric Douglas 1111 MARCUS AVE. SUITE M04 LAKE SUCCESS, NY US 11042 | | | EVP, CFO and CAO | |

Signatures

/s/ Gary Papilsky as attorney in fact for Eric D. Jacobs 06/03/2014

__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 22,576 restricted stock units.

(2) The sales reported in this form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 6, 2014.

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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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