

Dealertrack Technologies, Inc
 Form 4
 March 05, 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 *
 Von Pusch Rick G

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)
 02/28/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Sales

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/04/2014 | | M | 5,000 A \$ 38.98 | 46,406 ⁽¹⁾ | D | |
| Common Stock | 03/04/2014 | | M | 5,000 A \$ 24.5 | 51,406 ⁽¹⁾ | D | |
| Common Stock | 03/04/2014 | | S | 10,000 D \$ 56.7124 ⁽²⁾ | 41,406 ⁽¹⁾ | D | |
| Common Stock | 02/28/2014 | | F | 635 ⁽⁴⁾ D \$ 54.07 | 41,406 ⁽³⁾ | 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 38.98 | 03/04/2014 | | M | 5,000 | 08/07/2011 08/07/2014 | Common Stock | 5,000 |
| Non-Qualified Stock Option (right to buy) | \$ 24.5 | 03/04/2014 | | M | 5,000 | 01/23/2012 01/23/2015 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Von Pusch Rick G 1111 MARCUS AVE. SUITE M04 LAKE SUCCESS, NY US 11042 | | | SVP, Sales | |

Signatures

/s/ Gary Papilsky as attorney-in-fact for Rick Von Pusch

03/05/2014

**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 14,564 restricted stock units.

(2) This transaction was executed in multiple trades at prices ranging from \$56.525 to \$57. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the

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issuer full information regarding the number of shares and prices at which the transaction was effected.

- (3) Includes 19,873 restricted stock units.
- (4) Represents shares withheld from vested RSUs 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.

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