

DealerTrack Holdings, Inc.
Form 4
December 16, 2005

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 *
ACF INVESTMENT CORP

2. Issuer Name and Ticker or Trading Symbol

DealerTrack Holdings, Inc. [TRAK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
801 CHERRY, SUITE 3900

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2005

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

FT. WORTH, TX 76102

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (1)	12/16/2005		C		3,402,768	A	11
Common Stock	12/16/2005		S		758,526	D	\$ 15.81

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Convertible Series B participating preferred stock	(2)	12/16/2005		C	1,118,750	(3)	(4)	Common Stock	1,825
Convertible Series C participating preferred stock	(5)	12/16/2005		C	1,347,051	(6)	(7)	Common Stock	1,576

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACF INVESTMENT CORP 801 CHERRY, SUITE 3900 FT. WORTH, TX 76102		X		

Signatures

/s/ J. MICHAEL
MAY 12/16/2005

**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) The Convertible Series B participating preferred stock was automatically converted to common stock on a 1-to-1.6321 basis upon the consummation of the public offering. The Convertible Series C participating preferred stock was automatically converted to common stock on a 1-to-1.1706 basis upon the consummation of the public offering.
 - (2) The Convertible Series B participating preferred stock was automatically converted to common stock on a 1-to-1.6321 basis upon the consummation of the public offering.
 - (3) The Convertible Series B participating preferred stock was automatically converted to common stock on a 1-to-1.6321 basis upon the consummation of the public offering.
 - (4) The Convertible Series B participating preferred stock was automatically converted to common stock on a 1-to-1.6321 basis upon the consummation of the public offering.
 - (5) The Convertible Series C participating preferred stock was automatically converted to common stock on a 1-to-1.1706 basis upon the consummation of the public offering.

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- (6) The Convertible Series C participating preferred stock was automatically converted to common stock on a 1-to-1.1706 basis upon the consummation of the public offering.
- (7) The Convertible Series C participating preferred stock was automatically converted to common stock on a 1-to-1.1706 basis upon the consummation of the public offering.

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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