

Dealertrack Technologies, Inc
 Form 4
 August 07, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Sundaram Rajesh

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)
 08/06/2013

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

LAKE SUCCESS, NY US 11042

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	08/06/2013		M		7,122	A	\$ 11.76
Common Stock	08/06/2013		M		7,878	A	\$ 12.92
Common Stock	08/06/2013		M		14,542	A	\$ 15.13
Common Stock	08/06/2013		M		458	A	\$ 19.65
Common Stock	08/06/2013		S ⁽¹⁾		15,000	D	\$ 40.2554
							<u>(5)</u>

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Common Stock 08/06/2013 S⁽¹⁾ 15,000 D \$ 40 80,900 ⁽²⁾ D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of S
Non-Qualified Stock Option (right to buy)	\$ 11.76	08/06/2013		M	7,122	01/27/2013 01/26/2016	Common Stock 7,
Non-Qualified Stock Option (right to buy)	\$ 12.92	08/06/2013		M	7,878	05/26/2009 05/26/2015	Common Stock 7,
Non-Qualified Stock Option (right to buy)	\$ 15.13	08/06/2013		M	14,542	⁽³⁾ 03/01/2017	Common Stock 14
Non-Qualified Stock Option (right to buy)	\$ 19.65	08/06/2013		M	458	⁽⁴⁾ 02/23/2018	Common Stock 4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sundaram Rajesh 1111 MARCUS AVE. SUITE M04 LAKE SUCCESS, NY US 11042			EVP, Dealer Solutions, Sales	

Signatures

/s/ Gary Papilsky as attorney in fact for Rajesh
Sundaram

08/07/2013

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 8, 2013.
- (2) Includes 30,766 restricted stock units.
- (3) 25% of the shares subject to the option will vest on March 2, 2011, 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 March 2, 2014.
- (4) 25% of the shares subject to the option will vest on February 24, 2012, 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 February 24, 2015.

- This transaction was executed in multiple trades at prices ranging from \$38.83 to \$40.63. The price reported above reflects the weighted
- (5) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.