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DEALERTRACK HOLDINGS, INC.

Reported by

JACOBS ERIC DOUGLAS

FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 02/01/12 for the Period Ending 01/27/12

Address	1111 MARCUS AVENUE SUITE M04 LAKE SUCCESS, NY 11042
Telephone	(516) 734-3600
CIK	0001333513
Symbol	TRAK
SIC Code	7373 - Computer Integrated Systems Design
Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Jacobs Eric Douglas	**DealerTrack Holdings, Inc. [TRAK]**	_____ Director _____ 10% Owner
(Last) (First) (Middle) **1111 MARCUS AVE., SUITE M04**	3. Date of Earliest Transaction (MM/DD/YYYY) **1/27/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **SVP, CFO and CAO**
(Street) **LAKE SUCCESS, NY US 11042** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY) **1/31/2012**	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**1/27/2012**		**S** (1)		**3000** (4)	**D**	**$27.8279** (3)	**54912** (2)	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2011.

(2) Includes 34,320 restricted stock units.

(3) This transaction was executed in multiple trades at prices ranging from $27.715 to $28.05. 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 issuer the full information regarding the number of shares and prices at which the transaction was effected.

(4) This amendment is being filed to correct the number of shares sold which was incorrectly stated on the original Form 4.

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**			**SVP, CFO and CAO**	

Signatures

/s/ Gary Papilsky as attorney in fact for Eric D. Jacobs	**2/1/2012**
** Signature of Reporting Person	Date

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

***** 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).

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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