

Herrera Ana
Form 4
March 06, 2013

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 *
Herrera Ana

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)

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

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

1111 MARCUS AVE., SUITE M04

02/08/2013

SVP, HR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

LAKE SUCCESS, NY US 11042

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 or Price		
Common Stock	03/04/2013		A		4,618 <u>(1)</u>	A	\$ 0 59,850 <u>(9)</u> D
Common Stock	02/08/2013		M		5,644 <u>(6)</u>	A	\$ 0 58,472 <u>(2)</u> D
Common Stock	02/11/2013		S <u>(7)</u>		3,240	D	\$ 31.9529 <u>(8)</u> 55,232 <u>(2)</u> D
Common Stock	03/04/2013		S <u>(7)</u>		410	D	\$ 28.94 59,440 <u>(9)</u> D

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

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- (4) This amount represents the target number of PSUs (100%) awarded and is subject to adjustment ranging from 0% (threshold) to 150% (maximum) based on the percentage achievement of the performance goals.
- The Performance Stock Units will vest in full on February 28, 2016 subject to the achievement of certain performance goals. These performance goals are equally based on both the Company's Revenue for calendar year 2013 and the total shareholder return of the Company's common stock as compared to other companies in the NASDAQ U.S. Benchmark Software Index in the aggregate for calendar years 2013, 2014 and 2015.
- (6) This amount represents the number of shares that the performance share units which vested on March 18, 2013 converted into based on the achievement of performance targets.
- (7) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 9, 2012.
- This transaction was executed in multiple trades at prices ranging from \$32.05 to \$32.0880. The price reported above reflects the
- (8) 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 full information regarding the number of shares and prices at which the transaction was effected.
- (9) Includes 28,437 restricted stock units.

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.