

ALLIANCE DATA SYSTEMS CORP  
 Form 4  
 March 25, 2009

**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 \*  
**PARKS J MICHAEL**

2. Issuer Name and Ticker or Trading Symbol  
**ALLIANCE DATA SYSTEMS CORP [ADS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**17655 WATERVIEW PARKWAY**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/23/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman of the Board**

**DALLAS, TX 75252-8012**

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/23/2009		M <sup>(1)</sup>	63,131	A \$ 9.9	357,126	D
Common Stock	03/23/2009		S <sup>(1)</sup>	35,030	D \$ 33.1	322,096 <sup>(2)</sup>	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9.9	03/23/2009		M <sup>(1)</sup>	63,131	<sup>(3)</sup> 05/06/2009	Common Stock 63,131

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKS J MICHAEL 17655 WATERVIEW PARKWAY DALLAS, TX 75252-8012	X		Chairman of the Board	

## Signatures

Leigh Ann K. Epperson, Attorney in Fact  
Date: 03/25/2009

\_\_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) Cashless exercise and hold transaction in employee stock options due to expire on May 6, 2009, ten years after such options were granted, including the sale of 35,030 of the underlying shares to pay the exercise price and applicable withholding taxes. None of the net 28,101 shares were sold.
- (2) The total number of securities beneficially owned includes: (a) 190,940 unrestricted shares; (b) 5,985 unvested shares from an original award of 17,601 time-based restricted stock units granted 2/21/07; (c) 68,844 unvested shares from an original award of 102,752 performance-based restricted stock units granted 4/28/08; and (d) 56,327 unvested shares from an original award of 84,070 time-based restricted stock units granted 4/28/08.
- (3) This is an employee stock option grant that is fully vested.
- (4) The total number of derivative securities beneficially owned includes: (a) an option for 230,000 shares granted 9/1/00, which is fully vested; (b) an option for 109,388 shares granted 6/8/01, which is fully vested; (c) an option for 106,203 shares granted 6/24/03, which is fully vested; (d) an option for 129,291 shares granted 2/2/04, which is fully vested; (e) an option for 58,626 shares granted 2/3/05, which is fully vested; (f) an option for 64,572 shares granted 2/13/06, which is fully vested; and (g) an option for 41,408 shares granted 2/21/07, of which 27,329 shares are fully vested and 14,079 shares will vest on 2/21/10.

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