ALLIANCE DATA SYSTEMS CORP

Form 4 June 11, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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SECURITIES obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Carter Barry R Issuer Symbol ALLIANCE DATA SYSTEMS (Check all applicable) CORP [ADS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title _ Other (specify (Month/Day/Year) below) 17655 WATERVIEW PARKWAY 06/09/2009 SVP, Info Technology Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75252 Person

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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)	
Common Stock	06/09/2009		Code V $M_{\underline{(1)}}$	Amount 7,724	(D)	Price \$ 43.01	31,097	D	
Common Stock	06/09/2009		S <u>(1)</u>	7,724	D	\$ 45	23,373 (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)	Code	Transaction Derivative Code Securities		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)	\$ 43.01	06/09/2009		M <u>(1)</u>	7,724	(3)	02/13/2016	Common Stock	7,724	

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Carter Barry R SVP, Info 17655 WATERVIEW PARKWAY Technology DALLAS, TX 75252 Officer

Signatures

Leigh Ann K. Epperson, Attorney in Fact 06/11/2009

**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).

The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 28, 2009, as amended on June 2, 2009. The trading plan was established to sell up to 47,724 shares of the Company's common stock. Portions of the shares may be sold on specified dates or any time the stock achieves certain pre-arranged minimum prices and may take place beginning

- (1) on May 5, 2009 and ending on August 31, 2009, unless sooner terminated. The Reporting Person will have no control over the timing of any sales under the plan and there can be no assurance that the shares covered by the plan actually will be sold. The Reporting Person entered into the plan for personal tax and financial planning purposes and will continue to have a significant ownership interest in the Company.
- The total number of securities beneficially owned includes: (a) 8,382 unrestricted shares; (b) 572 unvested shares from an original award of 1,682 time-based restricted stock units granted 2/21/07; (c) 5,180 unvested shares from an original award of 7,731 performance-based restricted stock units granted 4/28/08; (d) 4,239 unvested shares from an original award of 6,326 time-based restricted stock units granted 4/28/08; and (e) 5,000 unvested performance-based restricted stock units granted 2/23/09.

(3) This is an employee stock option grant that is fully vested.

Reporting Owners 2

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(4) The total number of derivative securities beneficially owned includes an option for 3,958 shares granted 2/21/07, of which 2,612 shares are fully vested and 1,346 shares will vest on 2/21/10.

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.