Edgar Filing: ALLIANCE DATA SYSTEMS CORP - Form 4

ALLIANCE Form 4 March 02, 20	DATA SYSTE	MS CORF	>								
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION											
-	UNITEL) STATES		ITIES Al hington,			NGE (COMMISSION	OMB Number:	3235-0287	
if no long subject to Section 10 Form 4 or Form 5 obligatior may conti	if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESExpires:200Form 4 or Form 5 obligations may continue. See InstructionStatement of the Securities Exchange Act of 1934, 30(h) of the Investment Company Act of 1940Expires:200								irs per		
(Print or Type R	(esponses)										
UTAY ALAN M Symb ALL			Symbol ALLIAN	2. Issuer Name and Ticker or Trading /mbol LLIANCE DATA SYSTEMS ORP [ADS]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				of Earliest Transaction /Day/Year) /2005				Director 10% Owner X Officer (give titleX Other (specify below) below) Executive Vice President & CAO / General Counsel, Secretary			
			nendment, Date Original Ionth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
DALLAS, T	X 75252-8012							Person	fore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acq	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution any		3. Transactic Code (Instr. 8) Code V		spose	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/28/2005			S <u>(1)</u>	8,000	D	\$ 39.5	55,061 <u>(2)</u>	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
UTAY ALAN M							
17655 WATERVIEW			Executive Vice President &	General Counsel,			
PARKWAY			CAO	Secretary			
DALLAS, TX 75252-8012							
Signatures							

Leigh Ann K. Epperson, Attorney in Fact

**Signature of Reporting Person

Date

03/02/2005

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 February 23, 2005. The trading plan was established to sell up to 12,000 shares of the Company's common stock. Portions of the shares may be sold on (1) specified dates or any time the stock achieves certain pre-arranged minimum prices and may take place beginning on February 25, 2005

and ending on August 1, 2005, 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) 869 shares acquired through the Company employee stock purchase plan; (b) 8,800 out of an original 28,000 shares of restricted stock granted 8/31/01, which is fully vested; (c) 13,211 shares acquired by the exercising of vested employee stock options; (d) 4,459 shares of performance-based restricted stock granted 2/2/04, which is fully vested;

(2) (e) 4,972 shares of performance-based restricted stock granted 2/3/05, of which 0 shares are vested; (f) 4,972 shares of time-based restricted stock granted 2/3/05, of which 0 shares are vested; and (g) 17,778 shares of time-based restricted stock granted 2/3/05, of which 0 shares are vested.

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.