#### ALLIANCE DATA SYSTEMS CORP

Form 4

February 08, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* BENVENISTE LAWRENCE M

(First)

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

ALLIANCE DATA SYSTEMS

CORP [ADS]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

X\_ Director 10% Owner Officer (give title Other (specify

7500 DALLAS PARKWAY, SUITE 02/06/2012

(Middle)

700

(Street) 4. If Amendment, Date Original

Filed(Month/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

below)

PLANO, TX 75024

(City)	(State)	(Zip) Tab	le I - Non-	Derivativo	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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. Securionor Dispo (Instr. 3,	sed 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price \$	(1115tr. 3 and 4)		
Common Stock	02/06/2012		S	1,695	D	116.218 (1)	9,080	D	
Common Stock	02/06/2012		M	3,724	A	\$ 41.77	12,804	D	
Common Stock	02/06/2012		S	3,724	D	\$ 116.019 (2)	9,080	D	
Common Stock	02/06/2012		M	1,000	A	\$ 36.88	10,080	D	

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Common Stock 02/06/2012 S 1,000 D  $^{\$}_{116.055}$  9,080  $^{(3)}_{-}$  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.

SEC 1474

(9-02)

# 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. Transactio Code (Instr. 8)	5. Number on 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)	\$ 41.77	02/06/2012		M	3,724	<u>(4)</u>	07/01/2014	Common Stock	3,724
Employee Stock Option (Right to Buy)	\$ 36.88	02/06/2012		M	1,000	<u>(4)</u>	06/10/2015	Common Stock	1,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
·	Director	10% Owner	Officer	Other		
BENVENISTE LAWRENCE M 7500 DALLAS PARKWAY, SUITE 700 PLANO, TX 75024	X					

## **Signatures**

Cynthia L. Hageman, Attorney in Fact 02/08/2012

\*\*Signature of Reporting Person Date

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## **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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.18 to \$116.24, inclusive. The reporting person undertakes to provide to Alliance Data Systems Corporation, any security holder of Alliance Data Systems Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$115.96 to \$116.06, inclusive.
- The total amount of securities beneficially owned includes: (a) 2,388 unvested restricted stock units granted 7/1/08; (b) 3,333 unvested (3) restricted stock units granted 7/1/09; (c) 2,024 unvested restricted stock units granted 6/30/2010; and (d) 1,335 unvested restricted stock units granted 6/30/11.
- (4) This is an employee stock option grant that is fully vested.
- (5) The total number of derivative securities beneficially owned includes: (a) an option for 2,547 shares out of an original 3,547 shares granted 6/12/06, which is fully vested; and (b) an option for 2,512 shares granted 6/12/06, which is fully 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.