

ALLIANCE DATA SYSTEMS CORP  
 Form 4  
 February 08, 2012

**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 \*  
 BENVENISTE LAWRENCE M

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)

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

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

7500 DALLAS PARKWAY, SUITE 700

02/06/2012

(Street)

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

PLANO, TX 75024

(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)
				Code	V Amount (D) Price			
Common Stock	02/06/2012		S	1,695	D	\$ 116.218 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 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 <sup>(3)</sup> D

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 41.77	02/06/2012		M	3,724	<sup>(4)</sup> 07/01/2014	Common Stock	3,724
Employee Stock Option (Right to Buy)	\$ 36.88	02/06/2012		M	1,000	<sup>(4)</sup> 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

## 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) 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.

(3) The total amount of securities beneficially owned includes: (a) 2,388 unvested restricted stock units granted 7/1/08; (b) 3,333 unvested 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 6/10/05, 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.

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