

ALLIANCE DATA SYSTEMS CORP
 Form 4
 September 15, 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 *
KUBIC MICHAEL D

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)
09/11/2009

____ Director
 Officer (give title below) 10% Owner
 Other (specify below)
SVP, Interim CFO, Controller / Chief Accounting Officer

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 | 09/11/2009 | | M | V | 6,611 A \$ 11.25 | 59,584 | D |
| Common Stock | 09/11/2009 | | S | V | 6,611 D \$ 58.51 | 52,973 ⁽¹⁾ | D |

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

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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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 11.25 | 09/11/2009 | | M | 6,611 | <u>(2)</u> 10/28/2009 | Common Stock | 6,611 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| KUBIC MICHAEL D 17655 WATERVIEW PARKWAY DALLAS, TX 75252-8012 | | | SVP, Interim CFO, Controller | Chief Accounting Officer |

Signatures

Leigh Ann K. Epperson, Attorney
in Fact
Date: 09/15/2009

**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) The total number of securities beneficially owned includes: (a) 18,635 unrestricted shares; (b) 440 unvested shares from an original award of 1,294 time-based restricted stock units granted 2/21/07; (c) 13,144 unvested shares from an original award of 19,617 performance-based restricted stock units granted 4/28/08; (d) 10,754 unvested shares from an original award of 16,050 time-based restricted stock units granted 4/28/08; and (e) 10,000 unvested performance-based restricted stock units granted 2/23/09.
- (2) This is an employee stock option grant that is fully vested.
- (3) The total number of derivative securities beneficially owned includes: (a) an option for 1 out of an original 12,603 shares granted 6/8/01, which is fully vested; (b) an option for 11,000 shares granted 2/2/04, which is fully vested; (c) an option for 11,000 shares granted 2/3/05, which is fully vested; (d) an option for 4,472 shares granted 2/13/06, which is fully vested; and (e) an option for 3,045 shares granted 2/21/07, of which 2,009 shares are fully vested and 1,036 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.