

ALLIANCE DATA SYSTEMS CORP
 Form 4
 February 19, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Miller Melisa A

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)
 7500 DALLAS PARKWAY, SUITE 700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/17/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Pres, Retail Credit Svcs

PLANO, TX 75024

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---|--------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock | 02/17/2015 | | A ⁽¹⁾ | | | 1,326 | A | 35,012 | D | |
| Common Stock | 02/17/2015 | | A ⁽²⁾ | | | 5,305 | A | 40,317 | D | |
| Common Stock | 02/18/2015 | | A ⁽³⁾ | | | 1,794 | A | 42,111 | D | |
| Common Stock | 02/18/2015 | | F ⁽⁴⁾ | | | 1,156 | D | \$ 283.85 | 40,955 ⁽⁵⁾ | D |

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

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remaining vesting dates.

- (4) Shares withheld by the Company to satisfy the Reporting Person's tax withholding obligation upon the vesting of restricted stock units.

The total number of securities beneficially owned includes: (a) 15,912 unrestricted shares; (b) 715 unvested units from an award of 2,101 time-based restricted stock units granted 2/21/12; (c) 4,289 unvested units from an award of 12,610 performance-based restricted stock units granted 2/21/12; (d) 1,212 unvested units from an award of 1,808 time-based restricted stock units granted 2/21/13; (e) 6,761

- (5) unvested units from an award of 10,089 performance-based restricted stock units granted 2/21/13; (f) 847 unvested units from an award of 1,263 time-based restricted stock units granted 2/18/14; (g) 4,588 unvested units from an award of 6,847 performance-based restricted stock units granted 2/18/14; (h) the new grant for 1,326 time-based restricted stock units; and (i) the new grant for 5,305 performance-based restricted stock units.

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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