Edgar Filing: ALLIANCE DATA SYSTEMS CORP - Form 4

ALLIANCE Form 4 April 29, 200	DATA SYSTEN 08	1S CORP									
FORM	14								OMB AF	PPROVAL	
	UNITED	STATES			ND EXCI D.C. 2054		GE C	OMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 c	ger STATEN 16.	OX STATEMENT OF CHAN				CIAL	NERSHIP OF	Expires: Estimated a burden hou response	•		
may cont	Form 5 obligations may continue. See Instruction 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					1935 or Section					
(Print or Type]	Responses)										
1. Name and Address of Reporting Person * 2. Issuer HEFFERNAN EDWARD J Symbol ALLIA CORP [r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
					IA SYSTE	EMS		(Check	(Check all applicable)		
17655 WATERVIEW PARKWAY (Month/D 04/28/20 (Street) 4. If Amer			-				Director 10% Owner XOfficer (give title Other (specify below) below) EVP, Chief Financial Officer				
			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
DALLAS, 7	ГХ 75252-8012							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Se	curiti	es Acqu	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	and 3. 4. Securities Acquired a Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) ay/Year) (Instr. 8) (A)			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	04/28/2008			A <u>(1)</u>	102,752	А	<u>(1)</u>	176,059	D		
Common Stock	04/28/2008			A <u>(2)</u>	84,070	А	<u>(2)</u>	260,129 <u>(3)</u>	D		

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

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 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)	4. Transactio Code (Instr. 8)	of	;	Date	7. Title Amour Underly Securit (Instr. 3	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HEFFERNAN EDWARD J 17655 WATERVIEW PARKWAY DALLAS, TX 75252-8012			EVP, Chief Financial Officer				
Signatures							
Leigh Ann K. Epperson, Attorney in Fact		04/29/2008					
**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).

The new grant is for 102,752 shares of common stock represented by performance-based restricted stock units. The restrictions may lapse on 33,908 shares in each of February 2009 and February 2010, and on 34,936 shares in February 2011 contingent on meeting a corporate

- (1) on 55,908 shares in each of February 2009 and February 2010, and on 54,950 shares in February 2011 contingent on meeting a corporate operating cash flow target for each of the 2008, 2009 and 2010 performance periods. The restrictions may lapse on any unvested units in February 2011 based on a cumulative three-period corporate operating cash flow target.
- (2) The new grant is for 84,070 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 27,743 shares in each of February 2009 and February 2010, and on 28,584 shares in February 2011.
- (3) The grant for 12,235 time-based restricted stock units awarded on 12/21/07 was cancelled on 4/28/08 for no value.

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.