

ALLIANCE DATA SYSTEMS CORP

Form 3

February 09, 2009

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Kennedy Bryan J

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/02/2009

3. Issuer Name **and** Ticker or Trading Symbol

ALLIANCE DATA SYSTEMS CORP [ADS]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ X Officer ☐ Other

(give title below) (specify below)

EVP & President, Mktg. Svcs.

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ X Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person17655 WATERVIEW
PARKWAY

(Street)

DALLAS, TX 75252

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

77,662 ⁽¹⁾

D

A

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	11/17/2014	Common Stock	15,000	\$ 43.2	D	Â
Employee Stock Option (Right to Buy)	Â (3)	02/13/2016	Common Stock	7,724	\$ 43.01	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/21/2017	Common Stock	4,872	\$ 63.35	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kennedy Bryan J 17655 WATERVIEW PARKWAY DALLAS, TX 75252	Â	Â	Â EVP & President, Mktg. Svcs.	Â

Signatures

Leigh Ann K. Epperson, Attorney
in Fact 02/09/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 9,174 unrestricted shares; (b) 1,100 unvested shares from an original award of 3,235 time-based restricted stock units granted 2/13/06; (c) 1,388 unvested shares from an original award of 2,071 time-based restricted stock units granted 2/21/07; (d) 36,300 unvested performance-based restricted stock units granted 4/28/08; and (e) 29,700 unvested time-based restricted stock units granted 4/28/08.

(2) The option is for 15,000 shares granted 11/17/04, which is fully vested.

(3) The option is for 7,724 shares granted 2/13/06, of which 5,097 shares are fully vested and 2,627 shares will vest on 2/13/09.

(4) The option is for 4,872 shares granted 2/21/07, of which 1,607 shares are fully vested, 1,608 shares will vest on 2/21/09 and 1,657 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.

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