

MINICUCCI ROBERT A
Form 4
December 10, 2012

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MINICUCCI ROBERT 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

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2012

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

(Street)
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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	12/07/2012		S			2,786	D	\$ 142.889 (1)	118,492	D	Beneficial Ownership (Instr. 4)
Common Stock	12/07/2012		M			3,724	A	\$ 41.77	122,216	D	Beneficial Ownership (Instr. 4)
Common Stock	12/07/2012		S			3,724	D	\$ 143.287 (2)	118,492	D	Beneficial Ownership (Instr. 4)
Common Stock	12/07/2012		M			3,547	A	\$ 36.88	122,039	D	Beneficial Ownership (Instr. 4)

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Common Stock	12/07/2012	S	3,547	D	\$ <u>(3)</u>	143.229	118,492	D
Common Stock	12/07/2012	M	6,208	A	\$ 24.03		124,700	D
Common Stock	12/07/2012	S	6,208	D	\$ <u>143.34</u> <u>(4)</u>		118,492	D
Common Stock	12/07/2012	M	2,512	A	\$ 53.54		121,004	D
Common Stock	12/07/2012	S	2,512	D	\$ <u>(5)</u>	143.066	118,492 <u>(6)</u>	D

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

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.

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)	\$ 41.77	12/07/2012		M	3,724	<u>(7)</u> 07/01/2014	Common Stock	3,724
Employee Stock Option (Right to Buy)	\$ 36.88	12/07/2012		M	3,547	<u>(7)</u> 06/10/2015	Common Stock	3,547
Employee Stock Option	\$ 24.03	12/07/2012		M	6,208	<u>(7)</u> 06/23/2013	Common Stock	6,208

(Right to Buy)

Employee Stock

Option	\$ 53.54	12/07/2012	M	2,512	<u>(7)</u>	06/12/2016	Common Stock	2,512
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MINICUCCI ROBERT A 7500 DALLAS PARKWAY, SUITE 700 PLANO, TX 75024		X		

Signatures

Cynthia L. Hageman, Attorney in Fact	12/10/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 \$142.85 to \$142.90 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), (2), (3), (4) and (5) 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 \$143.28 to \$143.30, inclusive.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$143.22 to \$143.28, inclusive.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$143.26 to \$143.47, inclusive.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$142.97 to \$143.14, inclusive.

The total amount of securities beneficially owned includes: (a) 102,723 unrestricted shares; (b) 2,388 unvested restricted stock units granted 7/1/08; (c) 3,452 unvested restricted stock units granted 7/1/09; (d) 4,404 unvested restricted stock units granted 6/30/10; (e) 3,246 unvested restricted stock units granted 6/30/11; and (f) 2,279 unvested restricted stock units granted 6/29/12.

 - (7) This is an employee stock option grant that 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. 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.