ALLIANCE DATA SYSTEMS CORP

Form 4

November 20, 2013

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

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. See Instruction

1(b).

(Last)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Kennedy Bryan J Issuer Symbol ALLIANCE DATA SYSTEMS

CORP [ADS]

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 11/19/2013

7500 DALLAS PARKWAY, SUITE 700

(State)

(Zip)

(First)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

EVP & President, Epsilon

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PLANO, TX 75024

(City)

(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. Transactic Code (Instr. 8)	4. Securities Adoror Disposed of (Instr. 3, 4 and (A) or Amount (D)		(D)	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)	
Common Stock	11/19/2013		S	1,900	D	\$ 247.407 (1)	116,732	D		
Common Stock	11/19/2013		S	1,100	D	\$ 248.451 (2)	115,632 (3)	D		

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
						Lacicisuoie			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Director 10% Owner Officer Other

Kennedy Bryan J EVP & 7500 DALLAS PARKWAY, SUITE 700 President, PLANO, TX 75024 Epsilon

Signatures

Cynthia L. Hageman, Attorney in Fact 11/20/2013

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$247.05 to \$247.87, 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) and (2) 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 \$248.14 to \$248.71, inclusive.
 - The total number of securities beneficially owned includes: (a) 77,913 unrestricted shares; (b) 1,504 unvested units from an award of 4,421 time-based restricted stock units granted 3/21/11; (c) 9,020 unvested units from an award of 26,528 performance-based restricted
- (3) stock units granted 3/21/11; (d) 2,182 unvested units from an award of 3,256 time-based restricted stock units granted 2/21/12; (e) 13,091 unvested units from an award of 19,537 performance-based restricted stock units granted 2/21/12; (f) 2,384 unvested time-based restricted stock units granted 2/21/13; and (g) 9,538 unvested performance-based restricted stock units granted 2/21/13.

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