

Miller Melisa A
Form 4
February 23, 2012

FORM 4

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

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

OMB APPROVAL

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(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

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2012

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

(Street)
PLANO, TX 75024

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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(A) Code (Instr. 8)	4. Securities Acquired 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)
Common Stock	02/21/2012		A ⁽¹⁾	3,121 A <u>(1)</u>	29,787	D	
Common Stock	02/21/2012		F ⁽²⁾	1,170 D \$ 119.7	28,617	D	
Common Stock	02/21/2012		A ⁽³⁾	2,101 A <u>(3)</u>	30,718	D	
Common Stock	02/21/2012		A ⁽⁴⁾	8,406 A <u>(4)</u>	39,124	D	
Common Stock	02/22/2012		F ⁽²⁾	948 D \$ 120.51	38,176 ⁽⁵⁾	D	

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

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(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own 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
Miller Melisa A 7500 DALLAS PARKWAY, SUITE 700 PLANO, TX 75024	EVP & Pres, Retail Credit Svcs

Signatures

Cynthia L. Hageman, Attorney
in Fact 02/23/2012

**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).

- (1) Based on the Company's EBT performance in 2011, 150% of the original award of 6,241 performance-based restricted stock units granted 3/21/11 were earned, resulting in an additional 3,121 units, for a total of 9,362 units. The restrictions will lapse with respect to 3,090 units on 2/21/13 and with respect to 3,183 units on 2/21/14, subject to continued employment by the Reporting Person on the remaining vesting dates.
- (2) Shares withheld by the Company to satisfy the Reporting Person's tax withholding obligation upon the vesting of restricted stock units.
- (3) The new grant is for 2,101 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 693 units on each of 2/21/13 and 2/21/14 and on 715 units on 2/23/15, subject to continued employment by the Reporting Person on the vesting dates.

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- (4) The new grant is for 8,406 shares of common stock represented by performance-based restricted stock units, which may be adjusted up or down at the time the performance restriction lapses. The restriction may lapse with respect to 33% of such shares on each of 2/21/13 and 2/21/14 and with respect to 34% of such shares on 2/23/15 contingent on meeting an EBT metric for 2012 and subject to continued employment by the Reporting Person on the vesting dates.

- (5) The total number of securities beneficially owned includes: (a) 10,148 unrestricted shares; (b) 4,040 unvested units from an award of 11,880 performance-based restricted stock units granted 2/23/09; (c) 566 unvested units from an award of 1,662 time-based restricted stock units granted 2/22/10; (d) 2,371 unvested units from an award of 7,113 performance-based restricted stock units granted 2/22/10; (e) 1,046 unvested units from an award of 1,560 time-based restricted stock units granted 3/21/11; (f) 6,273 unvested units from an award of 9,362 performance-based restricted stock units granted 3/21/11; (g) 3,225 unvested time-based restricted stock units granted 8/22/11; (h) the new grant for 2,101 time-based restricted stock units; and (i) the new grant for 8,406 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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