

ALLIANCE DATA SYSTEMS CORP
 Form 4
 September 14, 2012

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

OMB APPROVAL

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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 *
JENSEN KENNETH R

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)

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

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

7500 DALLAS PARKWAY, SUITE 700

09/12/2012

(Street)

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

PLANO, TX 75024

(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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 09/12/2012 | | M | | 3,724 | A | \$ 41.77 58,098 | D |
| Common Stock | 09/12/2012 | | F | | 1,108 | D | \$ 140.46 56,990 | D |
| Common Stock | 09/12/2012 | | M | | 3,547 | A | \$ 36.88 60,537 | D |
| Common Stock | 09/12/2012 | | F | | 931 | D | \$ 140.53 59,606 | D |
| Common Stock | 09/12/2012 | | M | | 6,208 | A | \$ 24.03 65,814 | D |

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Common Stock 09/12/2012 F 1,062 D \$ 140.51 64,752 ⁽¹⁾ D

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 41.77 | 09/12/2012 | | M | 3,724 | ⁽²⁾ 07/01/2014 | Common Stock | 3,724 |
| Employee Stock Option (Right to Buy) | \$ 36.88 | 09/12/2012 | | M | 3,547 | ⁽²⁾ 06/10/2015 | Common Stock | 3,547 |
| Employee Stock Option (Right to Buy) | \$ 24.03 | 09/12/2012 | | M | 6,208 | ⁽²⁾ 06/23/2013 | Common Stock | 6,208 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JENSEN KENNETH R
7500 DALLAS PARKWAY, SUITE 700 X
PLANO, TX 75024

Signatures

Cynthia L. Hageman, Attorney
in Fact

09/14/2012

__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).

The total amount of securities beneficially owned includes: (a) 57,244 unrestricted shares; (b) 2,388 unvested restricted stock units

(1) granted 7/1/08; (c) 1,904 unvested restricted stock units granted 7/1/09; (d) 1,136 unvested restricted stock units granted 6/30/10; (e) 1,211 unvested restricted stock units granted 6/30/11; and (f) 869 unvested restricted stock units granted 6/29/12.

(2) This is an employee stock option grant that is fully vested.

(3) The total number of derivative securities beneficially owned includes an option for 2,512 shares granted 6/12/06, which 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.

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