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ALLIANCE DATA SYSTEMS CORP Form 4 February 07, 2005 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Carter Barry R Issuer Symbol ALLIANCE DATA SYSTEMS (Check all applicable) CORP [ADS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) **17655 WATERVIEW PARKWAY** 02/03/2005 Information Technology Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75252 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 02/03/2005 $A^{(1)}$ 3,300 Α (1) 5,881 (2) D Stock

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.

 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 41.32	02/03/2005		A <u>(3)</u>	15,000	<u>(3)</u>	02/03/2015	Common Stock	15,000

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Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting O when Funce / Funces	Director	10% Owner	Officer	Other			
Carter Barry R 17655 WATERVIEW PARKWAY DALLAS, TX 75252			Information Technology Officer				
Signatures							
Leigh Ann K. Epperson, Attorney	02/0	7/2005					

in Fact

**Signature of Reporting Person

Date

Explanation of Responses:

2008 if certain performance standards are met.

- * 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 new grant is for 3,300 shares of performance-based restricted stock. The restrictions on 100% of the shares may lapse in February (1) 2006 if certain Company financial targets are met. If the restrictions do not lapse in February 2006, the restrictions may lapse in February

The total number of securities beneficially owned includes (a) 2,500 shares of performance-based restricted stock granted 9/15/04, of(2) which 0 shares are vested; (b) 81 shares acquired through the Company employee stock purchase program; and (c) the new grant for

- 3,300 shares of performance-based restricted stock.
- (3) The new option is for 15,000 shares, of which 4,950 shares will vest on each of 2/3/06 and 2/3/07 and 5,100 shares will vest on 2/3/08.

The total number of derivative securities beneficially owned includes (a) an employee stock option for 25,000 shares granted 9/15/04, of

(4) which 8,250 shares will vest on each of 9/15/05 and 9/15/06 and 8,500 shares will vest on 9/15/07; and (b) the new option for 15,000 shares.

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.