Miller Melisa A Form 4 August 23, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

SECURITIES

(Print or Type Responses)

1(b).

(Last)

1. Title of

Security

(Instr. 3)

Common

Stock

1. Name and Address of Reporting Person *

Miller Melisa A

(First) (Middle)

7500 DALLAS PARKWAY, SUITE 700

(Street)

PLANO, TX 75024

08/22/2012

2. Issuer Name and Ticker or Trading

Symbol

ALLIANCE DATA SYSTEMS CORP [ADS]

3. Date of Earliest Transaction

(Month/Day/Year) 08/22/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

3. 4. Securities Acquired (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)

> (Month/Day/Year) (Instr. 8)

(A)

Code V Amount (D)

 $F^{(1)}$ 452 D 136.35

Price

Following Reported

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP & Pres, Retail Credit Svcs

6. Individual or Joint/Group Filing(Check

6.

D

Ownership

Indirect (I)

(Instr. 4)

(D) or

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Form: Direct Beneficial

Issuer

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Director

X_ Officer (give title

Estimated average

burden hours per

Transaction(s) (Instr. 3 and 4)

5. Amount of

Securities

Owned

Beneficially

 $32,043 \stackrel{(2)}{=}$

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

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

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1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)	4)	Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date Exercisable	Expiration Date		or		
								Title	Number		
						LACICISADIC			of		
				Code V	(A) (D)				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 08/23/2012

**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) Shares withheld by the Company to satisfy the Reporting Person's tax withholding obligation upon the vesting of restricted stock units.
 - The total number of securities beneficially owned includes: (a) 9,119 unrestricted shares; (b) 566 unvested units from an award of 1,662 time-based restricted stock units granted 2/22/10; (c) 2,371 unvested units from an award of 7,113 performance-based restricted stock
- units granted 2/22/10; (d) 1,046 unvested units from an award of 1,560 time-based restricted stock units granted 3/21/11; (e) 6,273 unvested units from an award of 9,362 performance-based restricted stock units granted 3/21/11; (f) 2,161 unvested units from an award of 3,225 time-based restricted stock units granted 8/22/11; (g) 2,101 unvested time-based restricted stock units granted 2/21/12; and (h) 8,406 unvested performance-based restricted stock units granted 2/21/12.

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.

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