

ALLIANCE DATA SYSTEMS CORP
 Form 4
 November 16, 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 *
 COBB D KEITH

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)
 11/15/2012

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

(Street)
 PLANO, TX 75024

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/15/2012		M		3,724 A \$ 41.77	10,209	D
Common Stock	11/15/2012		S		3,724 D \$ 139.025	6,485	D
Common Stock	11/15/2012		M		3,547 A \$ 36.88	10,032	D
Common Stock	11/15/2012		S		3,547 D \$ 139.017	6,485	D

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Common Stock	11/15/2012	M	2,512	A	\$ 53.54	8,997	D
Common Stock	11/15/2012	S	2,512	D	\$ 139	6,485 ⁽³⁾	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	11/15/2012		M	3,724	⁽⁴⁾ 07/01/2014	Common Stock	3,724
Employee Stock Option (Right to Buy)	\$ 36.88	11/15/2012		M	3,547	⁽⁴⁾ 06/10/2015	Common Stock	3,547
Employee Stock Option (Right to Buy)	\$ 53.54	11/15/2012		M	2,512	⁽⁴⁾ 06/12/2016	Common Stock	2,512

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COBB D KEITH
7500 DALLAS PARKWAY, SUITE 700 X
PLANO, TX 75024

Signatures

Cynthia L. Hageman, Attorney
in Fact 11/16/2012

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$139.00 to \$139.08, 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 \$139.00 to \$139.06, inclusive.

(3) The total amount of securities beneficially owned includes: (a) 1,365 unvested restricted stock units granted 7/1/08; (b) 1,904 unvested restricted stock units granted 7/1/09; (c) 1,136 unvested restricted stock units granted 6/30/10; (d) 1,211 unvested restricted stock units granted 6/30/11; and (e) 869 unvested restricted stock units granted 6/29/12.

(4) This is an employee stock option grant that 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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