#### Edgar Filing: Kennedy Bryan J - Form 4

Form 4 December 1	-										
	ЛЛ								OMB AF	PPROVAL	
				SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549				OMMISSION	OMB Number:	3235-0287	
Subject to Section 16. Form 4 or			<b>CHANGES IN BENEFICIAL OWNERSHIP</b> <b>SECURITIES</b> Section 16(a) of the Securities Exchange Act of 19						Expires: January 31 2005 Estimated average burden hours per response 0.5		
obligatio may con <i>See</i> Instr 1(b).	ons Section 17( ruction	(a) of the l	Public U	tility Ho	lding Co	mpar	•	1935 or Section	I		
(Print or Type	Responses)										
Kennedy Bryan J Syn			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol ALLIANCE DATA SYSTEMS				5. Relationship of Reporting Person(s) to Issuer			
			CORP	[ADS]				(Cneck	all applicable	;)	
(Mor				te of Earliest Transaction th/Day/Year) 2/2012				Director 10% Owner X Officer (give title Other (specify below) EVP & President, Epsilon			
				onth/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				
PLANO, T	X 75024							Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativ	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			omr Dispo (Instr. 3,	sed of		Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
-				Code V	Amount	or	Price \$	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	12/12/2012			S	4,069	D	145.674 ( <u>1)</u>	110,649 <u>(2)</u>	D		

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)

#### Edgar Filing: Kennedy Bryan J - Form 4

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
Kennedy Bryan J			EVP &			
7500 DALLAS PARKWAY, SUITE 700			President,			
PLANO, TX 75024			Epsilon			
Signatures						

## Signatures

Cynthia L. Hageman, Attorney in Fact 12/13/2012

\*\*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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$145.60 to \$145.90, inclusive. The reporting person undertakes to provide to Alliance Data Systems Corporation, any security holder of

(1) 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 range set forth herein.

The total number of securities beneficially owned includes: (a) 64,173 unrestricted shares; (b) 1,821 unvested units from an award of 5,354 time-based restricted stock units granted 2/22/10; (c) 7,638 unvested units from an award of 22,913 performance-based restricted

(2) stock units granted 2/22/10; (d) 2,963 unvested units from an award of 4,421 time-based restricted stock units granted 3/21/11; (e) 17,774 unvested units from an award of 26,528 performance-based restricted stock units granted 3/21/11; (f) 3,256 unvested time-based restricted stock units granted 2/21/12; and (g) 13,024 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.