

ALLIANCE DATA SYSTEMS CORP
 Form 4
 November 23, 2016

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 *
 Pearson Bryan A

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/22/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & President, LoyaltyOne

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	11/22/2016		M ⁽¹⁾	4,628 A \$ 63.35	22,022	D	
Common Stock	11/22/2016		S ⁽¹⁾	4,428 D \$ 231.631	17,594	D	
Common Stock	11/22/2016		S ⁽¹⁾	200 D \$ 232.055	17,394 ⁽⁴⁾	D	
Common Stock					85,942	I	By 2456779

Ontario
Inc. (5)

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		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
					(A) or (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
Employee Stock Option (Right to Buy)	\$ 63.35	11/22/2016		<u>M</u> (1)	4,628	(6)	02/21/2017	Common Stock	4,628	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pearson Bryan A 7500 DALLAS PARKWAY, SUITE 700 PLANO, TX 75024			EVP & President, LoyaltyOne	

Signatures

Cynthia L. Hageman, Attorney
in Fact 11/23/2016 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) Cashless exercise of employee stock options due to expire on February 21, 2017, ten years after such options were granted.

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(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$231.00 to \$231.99, 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 (2) and (3) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$232.04 to \$232.07, inclusive.

The total number of securities beneficially owned includes: (a) 519 unvested units from an award of 1,525 time-based restricted stock units granted 2/18/14; (b) 2,811 unvested units from an award of 8,267 performance-based restricted stock units granted 2/18/14; (c) 982 unvested units from an award of 1,465 time-based restricted stock units granted 2/17/15; (d) 3,929 unvested units from an award of 5,864 performance-based restricted stock units granted 2/17/15; (e) 1,830 unvested time-based restricted stock units granted 2/16/16; and (f) 7,323 unvested performance-based restricted stock units granted 2/16/16.

(5) The shares are held by 2456779 Ontario Inc., an Ontario, Canada corporation, of which the reporting person is the sole shareholder.

(6) 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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