

ALLIANCE DATA SYSTEMS CORP
Form 4
March 13, 2006

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 *
PARKS J MICHAEL

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)
17655 WATERVIEW PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO & President

DALLAS, TX 75252-8012

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 | (A) or (D) | Price | | |
| Common Stock | 03/09/2006 | | M ⁽¹⁾ | | 55,111 | A | \$ 9 | 253,149 | D |
| Common Stock | 03/09/2006 | | S ⁽¹⁾ | | 10,000 | D | \$ 46.05 | 243,149 | D |
| Common Stock | 03/09/2006 | | S ⁽¹⁾ | | 6,100 | D | \$ 46.11 | 237,049 | D |
| Common Stock | 03/09/2006 | | S ⁽¹⁾ | | 39,011 | D | \$ 46 | 198,038 | D |
| Common Stock | 03/13/2006 | | M ⁽¹⁾ | | 56,000 | A | \$ 9 | 254,038 | D |

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Common Stock 03/13/2006 S⁽¹⁾ 56,000 D \$ 46.77 198,038 ⁽²⁾ D

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)

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 9 | 03/09/2006 | | M ⁽¹⁾ | 55,111 | ⁽³⁾ 03/09/2007 | Common Stock | 55,111 |
| Employee Stock Option (Right to Buy) | \$ 9 | 03/13/2006 | | M ⁽¹⁾ | 56,000 | ⁽³⁾ 03/09/2007 | Common Stock | 56,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PARKS J MICHAEL 17655 WATERVIEW PARKWAY DALLAS, TX 75252-8012 | X | | Chairman, CEO & President | |

Signatures

Leigh Ann K. Epperson, Attorney in Fact 03/13/2006

**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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 28, 2006. The trading plan was established to sell up to 111,111 shares of the Company's common stock. Portions of the shares may be sold on specified dates or any time the stock achieves certain pre-arranged minimum prices and may take place beginning on March 1, 2006 and ending on April 26, 2006, unless sooner terminated. The Reporting Person will have no control over the timing of any sales under the plan and there can be no assurance that the shares covered by the plan actually will be sold. The Reporting Person entered into the plan for personal tax and financial planning purposes and will continue to have a significant ownership interest in the Company.

(2) The total number of securities beneficially owned includes: (a) 868 out of an original 120,000 shares of restricted stock granted 9/1/00 which is fully vested; (b) 1,860 shares purchased in the open market; (c) 18,661 shares of performance-based restricted stock granted 6/24/03 which is fully vested; (d) 57,146 shares acquired by the exercising of vested employee stock options; (e) 5,740 out of an original 35,740 shares of performance-based restricted stock granted 2/2/04 which is fully vested; (f) 21,105 shares of performance-based restricted stock granted 2/3/05, of which 0 shares are vested; (g) 19,263 out of an original 21,105 shares of time-based restricted stock granted 2/3/05, of which 5,122 shares are vested; (h) 19,283 out of an original 22,222 shares of time-based restricted stock granted 2/3/05, of which 8,172 shares are vested; (i) 27,056 performance-based restricted stock units granted 2/13/06, of which 0 shares are vested; (continued below)

(3) This is an employee stock option grant that is fully vested.

(4) The total number of derivative securities beneficially owned includes: (a) an option for 127,777 out of an original 177,777 shares granted 3/10/97, which is fully vested; (b) an option for 63,131 out of an original 83,333 shares granted 5/7/99, which is fully vested; (c) an option for 230,000 shares granted 9/1/00, which is fully vested; (d) an option for 109,388 shares granted 6/8/01, which is fully vested; (e) an option for 106,203 shares granted 6/24/03, of which 70,094 shares are fully vested and 36,109 shares will vest on 6/23/06; (f) an option for 129,291 shares granted 2/2/04, of which 85,332 shares are fully vested and 43,959 shares will vest on 2/2/07; (g) an option for 58,626 shares granted 2/3/05, of which 19,346 shares vested on 2/3/06, 19,346 shares will vest on 2/3/07 and 19,934 shares will vest on 2/3/08; (continued below)

Remarks:

(2) Continued from above: and (j) 27,056 time-based restricted stock units granted 2/13/06, of which 0 shares are vested.

(4) Continued from above: and (i) an option for 64,572 shares granted 2/13/06, of which 21,308 shares will vest on 2/13/07, 2

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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