

ALLIANCE DATA SYSTEMS CORP

Form 5

February 14, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
SCULLION JOHN W

(Last) (First) (Middle)

17655 WATERVIEW PARKWAY

(Street)

DALLAS, TX 75252-8012

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolALLIANCE DATA SYSTEMS
CORP [ADS]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20054. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☒ Other (specify
below)
Executive Vice President / President, Loyalty
& Mktg Svcs

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Amount (D) Price	23,917 ⁽¹⁾	D	Â

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.**SEC 2270
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 41.32	02/03/2005	Â	A4 <u>(2)</u>	24,691	Â	Â <u>(2)</u>	02/03/2015	Common Stock	24,691

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCULLION JOHN W 17655 WATERVIEW PARKWAY DALLAS, TX 75252-8012			Executive Vice President	President, Loyalty & Mktg Svcs

Signatures

Leigh Ann K. Epperson, Attorney
in Fact

02/14/2006

****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) An award to the Reporting Person on 2/3/05 of was incorrectly reported to be for 17,778 instead of for 8,889 shares of time-based restricted stock. The award was for 8,889 shares of time-based restricted stock granted 2/3/05, of which 2,963 shares vested on 12/9/05 and 2,963 shares will vest on each of 12/9/06 and 12/9/07. The total number of securities beneficially owned includes: (a) 7,514 shares of performance-based restricted stock granted 2/3/05, of which 0 shares are vested; (b) 7,514 shares of time-based restricted stock granted 2/3/05, of which 2,479 shares are vested; and (c) 8,889 shares of time-based restricted stock granted 2/3/05, of which 2,963 shares are vested.

(2) The option is for 24,691 shares, of which 8,230 shares vested on 12/9/05, 8,230 shares will vest on 12/9/06 and 8,231 shares will vest on 12/9/07.

(3) The total number of derivative securities beneficially owned includes: (a) an option for 17,929 out of an original 83,333 shares granted on 12/1/1998, which is fully vested; (b) an option for 80,000 shares granted on 9/1/00, which is fully vested; (c) an option for 74,715 shares granted on 6/8/01, which is fully vested; (d) an option for 35,723 shares granted on 6/24/03, of which 23,578 shares are fully vested and 12,145 shares will vest on 6/23/06; (e) an option for 34,735 shares granted on 2/2/04, of which 22,926 shares are fully vested and 11,809 shares will vest on 2/2/07; (f) an option for 20,872 shares granted 2/3/05, of which 6,887 shares vested on 2/3/06, 6,887 shares will vest on 2/3/07 and 7,098 shares will vest on 2/3/08; and (g) an option for 24,691 shares granted on 2/3/05, of which 8,230 shares vested on 12/9/05, 8,230 shares will vest on 12/9/06 and 8,231 shares will vest on 12/9/07.

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Note: File three copies of this Form, one of which must be manually signed. If space provided 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.