

ALLIANCE DATA SYSTEMS CORP

Form 4

April 29, 2008

FORM 4**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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCULLION JOHN W

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)
04/28/2008

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President and COO

DALLAS, TX 75252-8012

4. If Amendment, Date Original
Filed(Month/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
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	04/28/2008		A ⁽¹⁾		102,752	A	11 178,593
Common Stock	04/28/2008		A ⁽²⁾		84,070	A	21 262,663 ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCULLION JOHN W
17655 WATERVIEW PARKWAY
DALLAS, TX 75252-8012

President and COO

Signatures

Leigh Ann K. Epperson, Attorney
in Fact

04/29/2008

**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 new grant is for 102,752 shares of common stock represented by performance-based restricted stock units. The restrictions may lapse on 33,908 shares in each of February 2009 and February 2010, and on 34,936 shares in February 2011 contingent on meeting a corporate operating cash flow target for each of the 2008, 2009 and 2010 performance periods. The restrictions may lapse on any unvested units in February 2011 based on a cumulative three-period corporate operating cash flow target.

(2) The new grant is for 84,070 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 27,743 shares in each of February 2009 and February 2010, and on 28,584 shares in February 2011.

(3) The total number of securities beneficially owned includes: (a) 5,035 out of an original 7,514 shares of time-based restricted stock granted 2/3/05, which are fully vested; (b) 2,963 out of an original 8,889 shares of time-based restricted stock granted 2/3/05, which are fully vested; (c) 25,376 performance-based restricted stock units granted 2/13/06, which are fully vested; (d) 12,688 time-based restricted stock units granted 2/13/06, of which 8,374 shares are vested; (e) 8,619 performance-based restricted stock units granted 2/21/07, which are fully vested; (f) 7,765 time-based restricted stock units granted 2/21/07, of which 2,562 shares are vested; (g) 13,395 performance-based restricted stock units granted 2/21/07, of which 3,348 shares are vested; (h) the new grant for 102,752 performance-based restricted stock units; (continued below)

Remarks:

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(3) Continued from above: and (i) the new grant for 84,070 time-based restricted stock units. The grant for 18,350 time-based

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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