

ALLIANCE DATA SYSTEMS CORP  
 Form 4  
 September 20, 2010

**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 \*  
**JENSEN KENNETH R**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**09/17/2010**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**7500 DALLAS PARKWAY, SUITE 700**

(Street)

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

**PLANO, TX 75024**

(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 Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Common Stock	09/17/2010		M		42,000	A		\$ 12 60,214
Common Stock	09/17/2010		F(1)		7,920	D		\$ 63.64 52,294 (2)

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12	09/17/2010		M	42,000	(3) 06/08/2011	Common Stock 42,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

JENSEN KENNETH R  
7500 DALLAS PARKWAY, SUITE 700 X  
PLANO, TX 75024

## Signatures

Leigh Ann K. Epperson, Attorney  
in Fact 09/20/2010

\_\_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) 7,920 shares and \$28.80 have been delivered to the Company in payment of the exercise price of 42,000 employee stock options.

(2) The total amount of securities beneficially owned includes: (a) 44,080 unrestricted shares; (b) 1,091 shares of restricted stock granted 6/24/03; (c) 621 shares of restricted stock granted 7/1/04; (d) 616 shares of restricted stock granted 6/10/05; (e) 458 shares of restricted stock granted 6/12/06; (f) 2,388 unvested restricted stock units granted 7/1/08; (g) 1,904 unvested restricted stock units granted 7/1/09; and (h) 1,136 unvested restricted stock units granted 6/30/10.

(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 6,208 shares granted 6/24/03, which is fully vested; (b) an option for 3,724 shares granted 7/1/04, which is fully vested; (c) an option for 3,547 shares granted 6/10/05, which is fully vested; and (d) an option for 2,512 shares granted 6/12/06, which 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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