

ALLIANCE DATA SYSTEMS CORP
 Form 4
 April 25, 2005

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 *
 SZEFTEL IVAN M

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)
 04/21/2005

____ Director _____ 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President / President Retail Credit Svcs.

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 04/21/2005 | | M ⁽¹⁾ | A | 10,000 | \$ 9 | 87,141 D |
| Common Stock | 04/21/2005 | | S ⁽¹⁾ | D | 10,000 | \$ 42.5 | 77,141 D |
| Common Stock | 04/22/2005 | | M ⁽¹⁾ | A | 6,667 | \$ 9 | 83,808 D |
| Common Stock | 04/22/2005 | | S ⁽¹⁾ | D | 6,667 | \$ 42.79 | 77,141 ⁽²⁾ D |

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 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 | 04/21/2005 | | M ⁽¹⁾ | 10,000 | ⁽³⁾ 07/24/2008 | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 9 | 04/22/2005 | | M ⁽¹⁾ | 6,667 | ⁽³⁾ 07/24/2008 | Common Stock | 6,667 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| SZEFTEL IVAN M 17655 WATERVIEW PARKWAY DALLAS, TX 75252-8012 | | | Executive Vice President | President Retail Credit Svcs. |

Signatures

Leigh Ann K. Epperson, Attorney
in Fact

04/25/2005

**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 22, 2005. The trading plan was established to sell up to 40,667 shares of the Company's common stock. Portions of the shares may be sold on

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specified dates or any time the stock achieves certain pre-arranged minimum prices and may take place beginning on February 25, 2005 and ending on June 30, 2005, 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.

- The total number of securities beneficially owned includes: (a) 1,000 shares purchased on the open market; (b) 472 shares of performance-based restricted stock granted 6/24/03, which is fully vested; (c) 32,000 shares acquired by the exercising of vested
- (2) employee stock options; (d) 6,369 shares of performance-based restricted stock granted 2/2/04, which is fully vested; (e) 9,761 shares of performance-based restricted stock granted 2/3/05, of which 0 shares are vested; (f) 9,761 shares of time-based restricted stock granted 2/3/05, of which 0 shares are vested; and (g) 17,778 shares of time-based restricted stock granted 2/3/05, of which 0 shares are vested.
- (3) This is an employee stock option grant that is fully vested.

- The total number of derivative securities beneficially owned includes: (a) an option for 20,253 out of an original 22,222 shares granted 5/7/99, which is fully vested; (b) an option for 80,000 shares granted 9/1/00, which is fully vested; (c) an option for 38,048 shares granted 6/8/01, which is fully vested; (d) an option for 42,528 shares granted 6/24/03, of which 14,034 shares vested on 6/23/04, 14,034 shares will vest on 6/23/05 and 14,460 shares will vest on 6/23/06; (e) an option for 42,103 shares granted 2/2/04, of which 13,894 shares vested on 2/2/05, 13,894 shares will vest on 2/2/06 and 14,315 shares will vest on 2/2/07; and (f) an option for 27,113 shares granted 2/3/05, of which 8,947 shares will vest on each of 2/3/06 and 2/3/07 and 9,219 shares will vest on 2/3/08.
- (4)

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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