

ALLIANCE DATA SYSTEMS CORP

Form 4

February 07, 2003

SEC Form 4

FORM 4 [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses)	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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 <hr/> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5
1. Name and Address of Reporting Person* Utay, Alan M. (Last) (First) (Middle) 17655 Waterview Parkway (Street) Dallas, TX 75252-012 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Alliance Data Systems Corporation ADS 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year February 06, 2003 5. If Amendment, Date of Original (Month/Day/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer _____ Other Executive Vice President and General Counsel 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (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 Beneficial Ownership (Instr. 4)
Common			Code V	Amount Price A/D	31125 (1)	D	

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(over)
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	2. Conversion or	3. Transaction	3A. Deemed Execution	4. Transaction	5. Number of	6. Date Exercisable(DE) and	7. Title and Amount of	8. Price of	9. Number of Derivative	10. Owner-	11. Nature of Indirect

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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/ Day/ Year)	Date, if any (Month/ Day/ Year)	Code and Voluntary (V) Code (Instr.8)	Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	Expiration Date(ED) (Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr.5)	Securities Beneficially Owned Following Reported Transactions (Instr.4)	ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr.4)	Beneficial Ownership (Instr.4)
				Code V		(DE) (ED)					
Employee Stock Option (right to buy)	\$14.93					Varies (2) 08/28/2011	Common - 50,000		50,000	D	
Employee Stock Option (right to buy)	\$14.63					varies (3) 09/26/2012	Common - 50,000		50,000	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: Jeanette Fitzgerald

** Signature of Reporting Person

Date

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

see Instruction 6 for procedure.

Power of Attorney

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Potential persons who are to respond to the collection of information contained in this form are not

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**FOOTNOTE Descriptions for Alliance Data Systems
Corporation ADS**

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**Alan M. Utay
17655 Waterview Parkway**

Dallas, TX 75252-012

Explanation of responses:

(1) On February 6, 2003, Alliance Data Systems Corporation's Board of Directors approved the vesting of 5,600 shares of restricted performance-based shares as a result of the achievement of performance goals for fiscal year 2002. 16,800 restricted performance-based shares remain unvested and are included in the total beneficial ownership.

(2) The option becomes exercisable for 33% of the shares on each of 8/30/02 and 8/30/03, and for 34% of the shares on 8/30/04.

(3) The option is exercisable for 33% of the underlying shares on each of 9-26-03 and 9-26-04, and for 34% on 9-26-05.

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