

MINICUCCI ROBERT A
Form 4
December 10, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MINICUCCI ROBERT A

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)

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

7500 DALLAS PARKWAY, SUITE
700

12/07/2012

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	12/07/2012		S		2,786	D \$ 142.889 <u>(1)</u>	118,492	D	
Common Stock	12/07/2012		M		3,724	A \$ 41.77	122,216	D	
Common Stock	12/07/2012		S		3,724	D \$ 143.287 <u>(2)</u>	118,492	D	
Common Stock	12/07/2012		M		3,547	A \$ 36.88	122,039	D	

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Common Stock	12/07/2012	S	3,547	D	\$ 143.229 (3)	118,492	D
Common Stock	12/07/2012	M	6,208	A	\$ 24.03	124,700	D
Common Stock	12/07/2012	S	6,208	D	\$ 143.34 (4)	118,492	D
Common Stock	12/07/2012	M	2,512	A	\$ 53.54	121,004	D
Common Stock	12/07/2012	S	2,512	D	\$ 143.066 (5)	118,492 (6)	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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 41.77	12/07/2012		M	3,724	(7) 07/01/2014	Common Stock	3,724
Employee Stock Option (Right to Buy)	\$ 36.88	12/07/2012		M	3,547	(7) 06/10/2015	Common Stock	3,547
Employee Stock Option	\$ 24.03	12/07/2012		M	6,208	(7) 06/23/2013	Common Stock	6,208

(Right to
Buy)Employee
Stock

Option \$ 53.54 12/07/2012

M

2,512

(7)

06/12/2016

Common
Stock

2,512

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships				
		Director	10% Owner	Officer	Other
MINICUCCI ROBERT A 7500 DALLAS PARKWAY, SUITE 700 PLANO, TX 75024	X				

Signatures

Cynthia L. Hageman, Attorney
in Fact

12/10/2012

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$142.85 to \$142.90 inclusive. The reporting person undertakes to provide to Alliance Data Systems Corporation, any security holder of Alliance Data Systems Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2), (3), (4) and (5) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$143.28 to \$143.30, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$143.22 to \$143.28, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$143.26 to \$143.47, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$142.97 to \$143.14, inclusive.
- (6) The total amount of securities beneficially owned includes: (a) 102,723 unrestricted shares; (b) 2,388 unvested restricted stock units granted 7/1/08; (c) 3,452 unvested restricted stock units granted 7/1/09; (d) 4,404 unvested restricted stock units granted 6/30/10; (e) 3,246 unvested restricted stock units granted 6/30/11; and (f) 2,279 unvested restricted stock units granted 6/29/12.
- (7) This is an employee stock option grant that 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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