

MINICUCCI ROBERT A  
Form 4  
December 10, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

Edgar Filing: MINICUCCI ROBERT A - Form 4

|              |            |   |       |   |                                |         |                    |   |
|--------------|------------|---|-------|---|--------------------------------|---------|--------------------|---|
| Common Stock | 12/07/2012 | S | 3,547 | D | \$<br><u>(3)</u>               | 143.229 | 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 | \$ <u>143.34</u><br><u>(4)</u> |         | 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 | \$<br><u>(5)</u>               | 143.066 | 118,492 <u>(6)</u> | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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   | <u>(7)</u> 07/01/2014                                    | Common Stock  | 3,724                         |
| Employee Stock Option (Right to Buy)       | \$ 36.88   | 12/07/2012                           |  | M                              | 3,547   | <u>(7)</u> 06/10/2015                                    | Common Stock  | 3,547                         |
| Employee Stock Option                      | \$ 24.03   | 12/07/2012                           |  | M                              | 6,208   | <u>(7)</u> 06/23/2013                                    | Common Stock  | 6,208                         |

(Right to Buy)

Employee Stock

|        |          |            |   |       |            |            |              |       |
|--------|----------|------------|---|-------|------------|------------|--------------|-------|
| Option | \$ 53.54 | 12/07/2012 | M | 2,512 | <u>(7)</u> | 06/12/2016 | Common Stock | 2,512 |
|--------|----------|------------|---|-------|------------|------------|--------------|-------|

## Reporting Owners

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

## Signatures

|  |                     |
|--|---------------------|
| Cynthia L. Hageman, Attorney<br>in Fact        | 12/10/2012          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

## 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.

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.