

ALLIANCE DATA SYSTEMS CORP

Form 4

February 19, 2015

FORM 4UNITED 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 *
Santillan Laura

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)
7500 DALLAS PARKWAY, SUITE
700

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2015

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP, Chief Acctg. Officer

(Street)
PLANO, TX 75024

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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)
Common Stock	02/17/2015		A ⁽¹⁾	331 A <u>(1)</u>	23,243	D	
Common Stock	02/17/2015		A ⁽²⁾	1,327 A <u>(2)</u>	24,570	D	
Common Stock	02/18/2015		A ⁽³⁾	500 A <u>(3)</u>	25,070	D	
Common Stock	02/18/2015		F ⁽⁴⁾	205 D \$ 283.85	24,865 ⁽⁵⁾	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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Santillan Laura 7500 DALLAS PARKWAY, SUITE 700 PLANO, TX 75024	SVP, Chief Acctg. Officer

Signatures

Cynthia L. Hageman, Attorney
in Fact 02/19/2015

__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 new grant is for 331 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 109 units on each of 2/17/16 and 2/17/17 and on 113 units on 2/20/18, subject to continued employment by the Reporting Person on the vesting dates.
- (2) The new grant is for 1,327 shares of common stock represented by performance-based restricted stock units, which may be adjusted up or down at the time the performance restriction lapses. The restriction may lapse with respect to 33% of such shares on each of 2/17/16 and 2/17/17 and with respect to 34% of such shares on 2/20/18 contingent on meeting an EBT metric for 2015 and subject to continued employment by the Reporting Person on the vesting dates.
- (3) Based on the Company's EBT performance in 2014, 135.5% of the original award of 1,408 performance-based restricted stock units granted 2/18/14 were earned, resulting in an additional 500 units, for a total of 1,908 units. The restrictions will lapse with

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respect to 630 units on 2/18/16 and with respect to 649 units on 2/21/17, subject to continued employment by the Reporting Person on the remaining vesting dates.

- (4) Shares withheld by the Company to satisfy the Reporting Person's tax withholding obligation upon the vesting of restricted stock units.

- (5) The total number of securities beneficially owned includes: (a) 17,094 unrestricted shares; (b) 400 shares held in an IRA account; (c) 249 unvested units from an award of 731 time-based restricted stock units granted 2/21/12; (d) 1,493 unvested units from an award of 4,387 performance-based restricted stock units granted 2/21/12; (e) 373 unvested units from an award of 556 time-based restricted stock units granted 2/21/13; (f) 2,083 unvested units from an award of 3,108 performance-based restricted stock units granted 2/21/13; (g) 236 unvested units from an award of 352 time-based restricted stock units granted 2/18/14; (h) 1,279 unvested units from an award of 1,908 performance-based restricted stock units granted 2/18/14; (i) the new grant for 331 time-based restricted stock units; and (j) the new grant for 1,327 performance-based restricted stock units.

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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