ALLIANCE DATA SYSTEMS CORP

Form 4

September 18, 2009

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

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

ALLIANCE DATA SYSTEMS

1(b).

(Last)

1. Title of

Security

(Instr. 3)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * UTAY ALAN M

(Middle)

17655 WATERVIEW PARKWAY

2. Transaction Date 2A. Deemed

(Street)

(First)

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

CORP [ADS]

Symbol

09/16/2009 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) EVP, CAO, Gen. Counsel, Secy

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DALLAS, TX 75252-8012

(City) (State) (Zip)

09/16/2009

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)

(Month/Day/Year) (Instr. 8)

4. Securities Acquired

Following Reported (A) Transaction(s) or (Instr. 3 and 4)

62.37

Code V Amount (D) Price

S 20,000 D 5. Amount of Securities Ownership Beneficially Owned

Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(9-02)

7. Nature of

117,338 (1) D

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

Execution Date, if

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date				
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
UTAY ALAN M			EVP, CAO,				
17655 WATERVIEW PARKWAY			Gen. Counsel,				
DALLAS, TX 75252-8012			Secy				

Signatures

Leigh Ann K. Epperson, Attorney in Fact 09/18/2009

**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).

The total number of securities beneficially owned includes: (a) 20,000 unrestricted shares; (b) 1,408 unvested shares from an original award of 4,141 time-based restricted stock units granted 2/21/07; (c) 2,912 unvested shares from an original award of 5,824

(1) performance-based restricted stock units granted 2/21/07; (d) 40,160 unvested shares from an original award of 59,939 performance-based restricted stock units granted 4/28/08; (e) 32,858 unvested shares from an original award of 49,041 time-based restricted stock units granted 4/28/08; and (f) 20,000 unvested performance-based restricted stock units granted 2/23/09.

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.

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