ALLIANCE DATA SYSTEMS CORP

Form 4

November 09, 2004

November 09, 20	04					
FORM 4				OMB API	PROVAL	
_	UNITED STATES	S SECURITIES AND EXCHANGE (Washington, D.C. 20549	COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or	Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the	Section 16(a) of the Securities Exchang Public Utility Holding Company Act o of the Investment Company Act of 194	f 1935 or Section	response	0.5	
(Print or Type Respon	nses)					
1. Name and Addres WELSH PATRIO	s of Reporting Person * CK J	2. Issuer Name and Ticker or Trading Symbol ALLIANCE DATA SYSTEMS CORP [ADS]	5. Relationship of I Issuer (Check	Reporting Person	.,	
C/O WELSH, CA	ND STOWE, 320	3. Date of Earliest Transaction (Month/Day/Year) 11/05/2004	Director Officer (give t below)	X 10% itle Other below)	Owner (specify	
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joi Applicable Line) _X_Form filed by O	ne Reporting Pers	son	

NEW	YORK,	NY	10022
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(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ties Acqui	ired, Disposed of	, or Beneficia	lly 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. Securitie oner Disposee (Instr. 3, 4) Amount	d of (È))	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	11/05/2004		S	400,000	D	\$ 41.43	0	I (1)	By Welsh, Carson, Anderson & Stowe VII, L.P.

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

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Form filed by More than One Reporting

Person

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displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(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 4		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number		
				~	<i>(</i> 1)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WELSH PATRICK J C/O WELSH, CARSON, ANDERSON AND STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022

X

Signatures

Jonathan M. Rather, Attorney-in-Fact

11/09/2004

**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 Reporting Person also directly beneficially owns 308,147 shares and indirectly beneficially owns 16,160,349 shares held by Welsh, Carson, Anderson & Stowe VIII, L.P. and 104 shares held by WCAS Management Corporation. Pursuant to Instruction (4)(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by

- each such entity. The Reporting Person is a managing member of the sole general partner of Welsh, Carson, Anderson & Stowe VIII, L.P. and a controlling stockholder of WCAS Management Corporation. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein and/or that are not actually distributed to him.
- Pursuant to Instruction (4)(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by such limited partnership. The Reporting Person is a general partner of the sole general partner of Welsh, Carson, Anderson & Stowe VII, L.P. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein and/or that are not actually distributed to him.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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