

Miller Melisa A  
Form 4  
February 25, 2013

**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**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Miller Melisa 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)  
7500 DALLAS PARKWAY, SUITE  
700

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/21/2013

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP & Pres, Retail Credit Svcs

(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 Ownership (Instr. 4)
Common Stock	02/21/2013		A <sup>(1)</sup>	4,204 A	36,247	D	
Common Stock	02/21/2013		F <sup>(2)</sup>	3,099 D	\$ 152.33	D	
Common Stock	02/21/2013		A <sup>(3)</sup>	1,808 A	34,956	D	
Common Stock	02/21/2013		A <sup>(4)</sup>	7,232 A	42,188	D	
Common Stock	02/22/2013		F <sup>(2)</sup>	1,409 D	\$ 153.07	D	

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

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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. 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	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Miller Melisa A 7500 DALLAS PARKWAY, SUITE 700 PLANO, TX 75024	EVP & Pres, Retail Credit Svcs

## Signatures

Cynthia L. Hageman, Attorney  
in Fact 02/25/2013

\_\_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).
- Based on the Company's EBT performance in 2012, 150% of the original award of 8,406 performance-based restricted stock units granted 2/21/12 were earned, resulting in an additional 4,204 units, for a total of 12,610 units. The restrictions will lapse with respect to 4,161 units on 2/21/14 and with respect to 4,289 units on 2/23/15, subject to continued employment by the Reporting Person on the remaining vesting dates.
- (1) Shares withheld by the Company to satisfy the Reporting Person's tax withholding obligation upon the vesting of restricted stock units.
- The new grant is for 1,808 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 596 units on 2/21/14, on 597 units on 2/23/15 and on 615 units on 2/21/16, subject to continued employment by the Reporting Person on the vesting dates.
- (3) units on 2/21/14, on 597 units on 2/23/15 and on 615 units on 2/21/16, subject to continued employment by the Reporting Person on the vesting dates.

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- (4) The new grant is for 7,232 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 2/21/14 and 2/23/15 and with respect to 34% of such shares on 2/21/16 contingent on meeting an EBT metric for 2013 and subject to continued employment by the Reporting Person on the vesting dates.

- (5) The total number of securities beneficially owned includes: (a) 16,006 unrestricted shares; (b) 531 unvested units from an award of 1,560 time-based restricted stock units granted 3/21/11; (c) 3,183 unvested units from an award of 9,362 performance-based restricted stock units granted 3/21/11; (d) 2,161 unvested units from an award of 3,225 time-based restricted stock units granted 8/22/11; (e) 1,408 unvested units from an award of 2,101 time-based restricted stock units granted 2/21/12; (f) 8,450 unvested units from an award of 12,610 performance-based restricted stock units granted 2/21/12; (g) the new grant for 1,808 time-based restricted stock units; and (h) the new grant for 7,232 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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