

ALLIANCE DATA SYSTEMS CORP
 Form 4
 February 07, 2003
 SEC Form 4

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| <p>FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5</p> |
| <p>1. Name and Address of Reporting Person*</p> <p>Utay, Alan M.</p> <hr/> <p>(Last) (First) (Middle) 17655 Waterview Parkway</p> <hr/> <p>(Street) Dallas, TX 75252-012</p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Alliance Data Systems Corporation ADS</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>_____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer _____ Other Executive Vice President and General Counsel</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
| <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for Month/Day/Year</p> <p>February 06, 2003</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> | |

| 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 and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (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 | | | Code V | Amount A/D Price | 31125 (1) | D | |
| | | | | | | | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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 SEC 1474 (9-02)

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| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | |
|--|------------------|----------------|----------------------|----------------|--------------|-----------------------------|------------------------|-------------|-------------------------|------------|------------------------|
| 1. Title of Derivative | 2. Conversion or | 3. Transaction | 3A. Deemed Execution | 4. Transaction | 5. Number of | 6. Date Exercisable(DE) and | 7. Title and Amount of | 8. Price of | 9. Number of Derivative | 10. Owner- | 11. Nature of Indirect |
| | | | | | | | | | | | |

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| Security (Instr. 3) | Exercise Price of Derivative Security | Date (Month/Day/Year) | Date, if any (Month/Day/Year) | Code and Voluntary (V) Code (Instr.8) | Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | Expiration Date(ED) (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Derivative Security (Instr.5) | Securities Beneficially Owned Following Reported Transactions (Instr.4) | ship Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4) | Beneficial Ownership (Instr.4) |
|--------------------------------------|---------------------------------------|-----------------------|-------------------------------|---------------------------------------|--|--------------------------------------|--|-------------------------------|---|--|--------------------------------|
| | | | | Code V | | (DE) (ED) | | | | | |
| Employee Stock Option (right to buy) | \$14.93 | | | | | Varies (2) 08/28/2011 | Common - 50,000 | | 50,000 | D | |
| Employee Stock Option (right to buy) | \$14.63 | | | | | varies (3) 09/26/2012 | Common - 50,000 | | 50,000 | D | |
| | | | | | | | | | | | |

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

By: Jeanette Fitzgerald

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

** Signature of Reporting Person
Date

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

Power of Attorney

see Instruction 6 for procedure.

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FOOTNOTE Descriptions for Alliance Data Systems Corporation ADS

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Alan M. Utay
17655 Waterview Parkway

Dallas, TX 75252-012

Explanation of responses:

(1) On February 6, 2003, Alliance Data Systems Corporation's Board of Directors approved the vesting of 5,600 shares of restricted performance-based shares as a result of the achievement of performance goals for fiscal year 2002. 16,800 restricted performance-based shares remain unvested and are included in the total beneficial ownership.

(2) The option becomes exercisable for 33% of the shares on each of 8/30/02 and 8/30/03, and for 34% of the shares on 8/30/04.

(3) The option is exercisable for 33% of the underlying shares on each of 9-26-03 and 9-26-04, and for 34% on 9-26-05.