

ALLIANCE DATA SYSTEMS CORP
 Form 4
 December 24, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Pearson Bryan 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)
 12/22/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & President, LoyaltyOne

(Street)
 PLANO, TX 75024

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (A) 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 12/22/2015 | | M ⁽¹⁾ | A | 4,000 | \$ 43.01 | 23,226 D |
| Common Stock | 12/22/2015 | | S ⁽¹⁾ | D | 3,301 | \$ 273.839 | 19,925 D |
| Common Stock | 12/22/2015 | | S ⁽¹⁾ | D | 699 | \$ 274.595 | 19,226 ⁽⁴⁾ D |
| Common Stock | | | | | | | 80,841 I |
| | | | | | | | By 2456779 |

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(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$273.38 to \$274.34, inclusive. The reporting person undertakes to provide to Alliance Data Systems Corporation, any security holder of Alliance Data Systems Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$274.52 to \$274.74, inclusive.

The total number of securities beneficially owned includes: (a) 811 unvested units from an award of 2,384 time-based restricted stock units granted 2/21/13; (b) 4,525 unvested units from an award of 13,306 performance-based restricted stock units granted 2/21/13; (c) (4) 1,022 unvested units from an award of 1,525 time-based restricted stock units granted 2/18/14; (d) 5,539 unvested units from an award of 8,267 performance-based restricted stock units granted 2/18/14; (e) 1,465 unvested time-based restricted stock units granted 2/17/15; and (f) 5,864 unvested performance-based restricted stock units granted 2/17/15.

(5) The shares are held by 2456779 Ontario Inc., an Ontario, Canada corporation, of which the reporting person is the sole shareholder.

(6) This is an employee stock option grant that is fully vested.

(7) The total number of derivative securities beneficially owned includes: (a) an option for 3,724 out of an original 7,724 shares granted 2/13/06, which is fully vested and (b) an option for 4,628 shares granted 2/21/07, which is fully vested.

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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