

ALLIANCE DATA SYSTEMS CORP
 Form 4
 April 29, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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)
 17655 WATERVIEW PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/28/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, CAO, Gen. Counsel, Secy

DALLAS, TX 75252-8012

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	04/28/2008		A ⁽¹⁾	59,939 A <u>(1)</u>	98,774	D	
Common Stock	04/28/2008		A ⁽²⁾	49,041 A <u>(2)</u>	147,815 ⁽³⁾	D	

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

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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 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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

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

Signatures

Leigh Ann K. Epperson, Attorney
in Fact 04/29/2008

**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).
- (1) The new grant is for 59,939 shares of common stock represented by performance-based restricted stock units. The restrictions may lapse on 19,779 shares in February 2009, on 19,780 shares in February 2010, and on 20,380 shares in February 2011 contingent on meeting a corporate operating cash flow target for each of the 2008, 2009 and 2010 performance periods. The restrictions may lapse on any unvested units in February 2011 based on a cumulative three-period corporate operating cash flow target.
- (2) The new grant is for 49,041 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 16,183 shares in February 2009, on 16,184 shares in February 2010, and on 16,674 shares in February 2011.
- (3) The total number of securities beneficially owned includes: (a) 454 shares acquired through the Company employee stock purchase plan; (b) 1,818 shares acquired by the exercising of vested employee stock options; (c) 1,691 out of an original 4,972 shares of time-based restricted stock granted 2/3/05, which are fully vested; (d) 3,765 out of an original 17,778 shares of time-based restricted stock granted 2/3/05, which are fully vested; (e) 10,210 out of an original 13,882 performance-based restricted stock units granted 2/13/06, which are fully vested; (f) 6,335 out of an original 6,941 time-based restricted stock units granted 2/13/06, of which 3,975 shares are vested; (g) 4,597 performance-based restricted stock units granted 2/21/07, which are fully vested; (h) 4,141 time-based restricted stock units granted 2/21/07, of which 1,366 shares are vested; (i) 5,824 performance-based restricted stock units granted 2/21/07, of which 1,456 shares are vested; (continued below)

Remarks:

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(3) Continued from above: (j) the new grant for 59,939 performance-based restricted stock units; and (k) the new grant for 49,939 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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