

Miller Melisa A  
Form 3  
September 12, 2011

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

## INITIAL STATEMENT OF 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 \*

Â Miller Melisa A  
(Last) (First) (Middle)

7500 DALLAS PARKWAY,  
SUITE 700

(Street)

PLANO,Â TXÂ 75024

(City) (State) (Zip)

1. Title of Security  
(Instr. 4)

Common Stock

2. Date of Event Requiring Statement

(Month/Day/Year)  
09/08/2011

3. Issuer Name **and** Ticker or Trading Symbol  
ALLIANCE DATA SYSTEMS CORP [ADS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

### Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned  
(Instr. 4)

26,666 <sup>(1)</sup>

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)  
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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|                     |                    |                                  |                                  |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date<br>Exercisable | Expiration<br>Date | Amount or<br>Number of<br>Shares | or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

## Reporting Owners

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

## Signatures

Cynthia L. Hageman, Attorney  
in Fact 09/12/2011

Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 total number of securities beneficially owned includes: (a) 5,744 unrestricted shares; (b) 4,040 unvested units from an award of 11,880 performance-based restricted stock units granted 2/23/09, which are scheduled to vest on 2/23/12; (c) 1,114 unvested units from an award of 1,662 time-based restricted stock units granted 2/22/10, of which 548 units will vest on 2/22/12 and 566 units will vest on 2/22/13; (d) 4,742 unvested units from an award of 7,113 performance-based restricted stock units granted 2/22/10, of which 2,371 units are scheduled to vest on each of 2/22/12 and 2/22/13; (e) 1,560 unvested time-based restricted stock units granted 3/21/11, of which 514 units will vest on 2/21/12, 515 units will vest on 2/21/13 and 531 units will vest on 2/21/14; (continued below)

### Remarks:

(1) continued from above: (f) 6,241 unvested performance-based restricted stock units granted 3/21/11

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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