

Pearson Bryan A
Form 4
February 23, 2012

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 *
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)

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

(Last) (First) (Middle)
7500 DALLAS PARKWAY, SUITE 700

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2012

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 02/21/2012 | | A ⁽¹⁾ | 8,583 | A | 106,189 | D | |
| Common Stock | 02/21/2012 | | F ⁽²⁾ | 4,601 | D | \$ 119.7 | 101,588 | D |
| Common Stock | 02/21/2012 | | A ⁽³⁾ | 3,181 | A | 104,769 | D | |
| Common Stock | 02/21/2012 | | A ⁽⁴⁾ | 12,725 | A | 117,494 | D | |
| Common Stock | 02/22/2012 | | F ⁽²⁾ | 4,817 | D | \$ 120.51 | 112,677 | 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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(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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Pearson Bryan A 7500 DALLAS PARKWAY, SUITE 700 PLANO, TX 75024 | | | EVP & President, LoyaltyOne | |

Signatures

Cynthia L. Hageman, Attorney
in Fact 02/23/2012

**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 2011, 150% of the original award of 17,165 performance-based restricted stock units granted 3/21/11 were earned, resulting in an additional 8,583 units, for a total of 25,748 units. The restrictions will lapse with respect to
- (1) 8,496 units on 2/21/13 and with respect to 8,756 units on 2/21/14, subject to continued employment by the Reporting Person on the remaining vesting dates.
 - (2) 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 3,181 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 1,049
- (3) units on 2/21/13, on 1,050 units on 2/21/14 and on 1,082 units on 2/23/15, subject to continued employment by the Reporting Person on the vesting dates.

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- (4) The new grant is for 12,725 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 2/21/13 and 2/21/14 and with respect to 34% of such shares on 2/23/15 contingent on meeting an EBT metric for 2012 and subject to continued employment by the Reporting Person on the vesting dates.

- (5) The total number of securities beneficially owned includes: (a) 54,238 unrestricted shares; (b) 11,968 unvested units from an award of 35,200 performance-based restricted stock units granted 2/23/09; (c) 2,009 unvested units from an award of 5,908 time-based restricted stock units granted 2/22/10; (d) 8,429 unvested units from an award of 25,285 performance-based restricted stock units granted 2/22/10; (e) 2,875 unvested units from an award of 4,291 time-based restricted stock units granted 3/21/11; (f) 17,252 unvested units from an award of 25,748 performance-based restricted stock units granted 3/21/11; (g) the new grant for 3,181 time-based restricted stock units; and (h) the new grant for 12,725 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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