ALLIANCE DATA SYSTEMS CORP

Form 4

March 11, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

JENSEN KENNETH R

ALLIANCE DATA SYSTEMS

(Check all applicable)

CORP [ADS]

3. Date of Earliest Transaction (Month/Day/Year) 03/09/2016

X_ Director 10% Owner Officer (give title Other (specify

7500 DALLAS PARKWAY, SUITE

(Street)

(State)

03/09/2016

(First)

(Middle)

(Zip)

700

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

Person

below)

PLANO, TX 75024

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Securities Ownership Beneficially Owned (D) or Indirect (I) Following Reported (Instr. 4)

7. Nature of Indirect Form: Direct Beneficial Ownership (Instr. 4)

(9-02)

(A)

Transaction(s)

Code V Amount (D) Price (Instr. 3 and 4)

Common Stock

 $M^{(1)}$ 2.512 53.54

 $68,850^{(2)}$ D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number iomf 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 I S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 53.54	03/09/2016		M(1)		2,512	<u>(3)</u>	06/12/2016	Common Stock	2,512	

De Se (In

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

JENSEN KENNETH R

7500 DALLAS PARKWAY, SUITE 700 X

PLANO, TX 75024 **Signatures**

Cynthia L. Hageman, Attorney in Fact 03/11/2016

**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) Cash exercise of stock options due to expire on June 12, 2016, ten years after such options were granted.
 - The total amount of securities beneficially owned includes: (a) 59,756 unrestricted shares; (b) 2,388 unvested restricted stock units granted 7/1/08; (c) 1,904 unvested restricted stock units granted 7/1/09; (d) 1,136 unvested restricted stock units granted 6/30/10; (e)
- (2) 1,211 unvested restricted stock units granted 6/30/11; (f) 869 unvested restricted stock units granted 6/29/12; (g) 679 unvested restricted stock units granted 7/1/13; (h) 489 unvested restricted stock units granted 7/1/14; and (i) 418 unvested restricted stock units granted 6/29/15.
- (3) This is a stock option grant that 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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