

ALLIANCE DATA SYSTEMS CORP

Form 4

March 08, 2002

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                             |                                                                                                                                               |                                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|
| <b>FORM 4</b><br><br>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).                                                                                                                                                                                                                                                                                                                         | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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(f) of the Investment Company Act of 1940 |                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                             | OMB APPROVAL<br><br><hr/> OMB Number:<br>3235-0287<br>Expires: December 31, 2001<br>Estimated average burden hours per response. . . .<br>0.5 |                                                       |
| 1. Name and Address of Reporting Person*<br><b>Utay, Alan M.</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>17655 Waterview Parkway</b><br><br><div style="text-align: center;">(Street)</div> <b>Dallas, TX 75252-8012</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div> | 2. Issuer Name and Ticker or Trading Symbol<br><br><b>Alliance Data Systems Corporation ADS</b>                                                                                                                                                                                                                                                        | 4. Statement for (Month/Year)<br><br><b>February 2002</b>                                                                                       | 6. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><div style="display: flex; justify-content: space-between;"> <span>_____ Director</span> <span>_____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>10% Owner</span> <span>_____</span> </div> <div style="display: flex; justify-content: space-between;"> <span><input checked="" type="checkbox"/> Officer</span> <span>_____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>Other</span> <span>_____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>Officer/Other Description</span> <span><b><u>Executive Vice President and General Counsel</u></b></span> </div> |                                                                             |                                                                                                                                               |                                                       |
| <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                             |                                                                                                                                               |                                                       |
| 1. Title of Security (Instr. 3)                                                                                                                                                                                                                                                                                                                                                                                                                                      | 2. Transaction Date (Month/Day/Year)                                                                                                                                                                                                                                                                                                                   | 3. Transaction Code and Voluntary Code (Instr. 8)<br><br><div style="border: 1px solid black; padding: 2px; text-align: center;">Code   V</div> | 4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)<br><br><div style="display: flex; justify-content: space-between;"> <span>Amount</span> <span> </span> <span>A/D</span> </div> <div style="border: 1px solid black; padding: 2px; text-align: center;">  Price</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)                                                                                       | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| <b>Common</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>30,276 (1)</b>                                                           | <b>D</b>                                                                                                                                      |                                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                             |                                                                                                                                               |                                                       |

(over)

SEC 1474 (3-99)

Utay, Alan M. - February 2002

Form 4 (continued)

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| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |                                                                    |                                                        |                                                                        |                                                                                                                         |                                                                              |                                                                              |                                                       |                                                                                                      |                                                                                                    |                                                                   |
|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|------------------------------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                                                                                             | 2. Conversion or<br>Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br><br>(Month/<br>Day/<br>Year) | 4. Transaction<br>Code<br>and<br>Voluntary<br>(V)<br>Code<br>(Instr.8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A)<br>or<br>Disposed<br>(D) Of<br><br>(Instr. 3,4<br>and 5) | 6. Date<br>Exercisable(DE) and<br>Expiration<br>Date(ED)<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and<br>4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr.5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>at End of<br>Month<br>(Instr.4) | 10. Owner-<br>ship<br>Form of<br>Derivative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I) | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr.4) |
|                                                                                                                                                 |                                                                    |                                                        | Code   V                                                               |                                                                                                                         | (DE)   (ED)                                                                  |                                                                              |                                                       |                                                                                                      |                                                                                                    |                                                                   |
| <b>Employee<br/>Stock<br/>Option<br/>(right to<br/>buy)</b>                                                                                     | <b>\$14.93</b>                                                     |                                                        |                                                                        |                                                                                                                         | <b>Varies (2)<br/>  08/28/2011</b>                                           | <b>Common -<br/>50,000</b>                                                   |                                                       | <b>50,000</b>                                                                                        | <b>D</b>                                                                                           |                                                                   |
|                                                                                                                                                 |                                                                    |                                                        |                                                                        |                                                                                                                         |                                                                              |                                                                              |                                                       |                                                                                                      |                                                                                                    |                                                                   |

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts \_\_\_\_\_  
constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\_\_\_\_\_  
\*\* Signature of Reporting Person  
Date

Note: File three copies of this Form, one of  
which must be manually signed. If space is  
insufficient,

See Instruction 6 for procedure.

**Attorney-in-Fact for  
Alan M. Utay**

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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