

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 *
KUBIC MICHAEL D

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)
SVP, Controller / Chief Accounting Officer

DALLAS, TX 75252-8012

(City) (State) (Zip)

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

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)	Amount (D) Price		
Common Stock	04/28/2008		A ⁽¹⁾		19,617 A <u>(1)</u> 30,448	D	
Common Stock	04/28/2008		A ⁽²⁾		16,050 A <u>(2)</u> 46,498 ⁽³⁾	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)

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. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUBIC MICHAEL D 17655 WATERVIEW PARKWAY DALLAS, TX 75252-8012			SVP, Controller	Chief Accounting Officer

Signatures

Leigh Ann K. Epperson, Attorney
in Fact
Date: 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 19,617 shares of common stock represented by performance-based restricted stock units. The restrictions may lapse on 6,473 shares in February 2009, on 6,474 shares in February 2010, and on 6,670 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 16,050 shares of common stock represented by time-based restricted stock units. The restrictions will lapse on 5,296 shares in February 2009, on 5,297 shares in February 2010, and on 5,457 shares in February 2011.

(3) The total number of securities beneficially owned includes: (a) 900 out of an original 12,000 shares of restricted stock granted 11/9/00, which are fully vested; (b) 1,743 out of an original 2,500 shares of performance-based restricted stock granted 2/3/05, which are fully vested; (c) 3,268 out of an original 4,444 shares of time-based restricted stock granted 2/3/05, which are fully vested; (d) 1,319 out of an original 1,873 performance-based restricted stock units granted 2/13/06, which are fully vested; (e) 1,469 out of an original 1,873 time-based restricted stock units granted 2/13/06, of which 832 shares are vested; (f) 951 out of an original 1,294 performance-based restricted stock units granted 2/21/07, which are fully vested; (g) 1,181 out of an original 1,294 time-based restricted stock units granted 2/21/07, of which 314 shares are vested; (h) the new grant for 19,617 performance-based restricted stock units; and (i) the new grant for 16,050 time-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. 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.