

ALLIANCE DATA SYSTEMS CORP
Form 4/A
June 26, 2007

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 *
SCULLION JOHN W

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/23/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and COO

17655 WATERVIEW PARKWAY
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/25/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

DALLAS, TX 75252-8012
(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/23/2006 | | S(1) | | 633 | D | \$ 59.56 |
| Common Stock | 10/23/2006 | | S(1) | | 800 | D | \$ 59.58 |
| Common Stock | 10/23/2006 | | S(1) | | 3,200 | D | \$ 59.59 |
| Common Stock | 10/23/2006 | | S(1) | | 5,500 | D | \$ 59.6 |
| Common Stock | 10/23/2006 | | S(1) | | 2,400 | D | \$ 59.61 |
| | | | | | | | 49,637 |
| | | | | | | | 48,837 |
| | | | | | | | 45,637 |
| | | | | | | | 40,137 |
| | | | | | | | 37,737 |

Common Stock 10/23/2006 S⁽¹⁾ 1,400 D \$ 59.62 36,337 ⁽²⁾ D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Following Transaction (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 |
| SCULLION JOHN W 17655 WATERVIEW PARKWAY DALLAS, TX 75252-8012 | | | President and COO | |

Signatures

Leigh Ann K. Epperson, Attorney
in Fact 06/26/2007

**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 sale of these shares was omitted from the reporting person's original Form 4 filed on 10/25/06, and also is not reflected in the Forms 4 filed by the reporting person after his original Form 4 was filed on 10/25/06.
- (2) As of 10/23/06, the total number of securities beneficially owned included: (a) 5,035 out of an original 7,514 shares of time-based restricted stock granted 2/3/05, of which 0 shares are vested; (b) 5,926 out of an original 8,889 shares of time-based restricted stock granted 2/3/05, of which 0 shares are vested; (c) 12,688 performance-based restricted stock units granted 2/13/06, of which 0 shares are

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vested; and (d) 12,688 time-based restricted stock units granted 2/13/06, of which 0 shares are vested.

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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