

ALLIANCE DATA SYSTEMS CORP  
Form SC 13G  
February 14, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. )\*

ALLIANCE DATA SYSTEMS CORP

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(Name of Issuer)

COMMON STOCK

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(Title of Class of Securities)

018581108

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(CUSIP Number)

December 31, 2010

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

- |                                     |                 |
|-------------------------------------|-----------------|
| <input checked="" type="checkbox"/> | Rule 13d – 1(b) |
| <input type="checkbox"/>            | Rule 13d – 1(c) |
| <input type="checkbox"/>            | Rule 13d – 1(d) |

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)



CUSIP No 018581108

13G

1	NAMES OF REPORTING PERSONS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	I.R.S.
	Bank of America Corporation	56-0906609
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
	NUMBER OF 5 SOLE VOTING POWER SHARES 6 SHARED VOTING POWER	2,910,654
	BENEFICIALLY 7 SOLE DISPOSITIVE POWER OWNED BY	2,998,359
	EACH REPORTING 8 SHARED DISPOSITIVE PERSON WITH POWER	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,002,675
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	5.8%
12	TYPE OF REPORTING PERSON (See Instructions)	HC

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1	NAMES OF REPORTING PERSONS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	I.R.S.
	Bank of America, NA	94-1687665
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a) <input type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	United States
	NUMBER OF 5 SOLE VOTING POWER	1,404,257
	SHARES 6 SHARED VOTING POWER	99,399
	BENEFICIALLY OWNED 7 SOLE DISPOSITIVE POWER	1,404,257
	BY EACH	136,943
	REPORTING 8 SHARED DISPOSITIVE POWER	
	PERSON WITH	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,545,516
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
		<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	3.0%
12	TYPE OF REPORTING PERSON (See Instructions)	BK

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1 N A M E S O F R E P O R T I N G PERSONS I.R.S.

IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

B a n c o f A m e r i c a I n v e s t m e n t A d v i s o r s , Inc. 06-1143089

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF	5 SOLE VOTING POWER	
SHARES	6 SHARED VOTING POWER	7,410
BENEFICIALLY OWNED	7 SOLE DISPOSITIVE POWER	
BY EACH		7,410
REPORTING	8 SHARED DISPOSITIVE POWER	
PERSON WITH		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,410

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 TYPE OF REPORTING PERSON (See Instructions) 0.0%

IA

CUSIP No 018581108

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1 N A M E S O F R E P O R T I N G  
PERSONS I.R.S.

IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

M e r r i l l L y n c h P r o f e s s i o n a l C l e a r i n g  
Corporation 13-3247006

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER 1,800

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

7 SOLE DISPOSITIVE POWER 1,800

OWNED

BY EACH

REPORTING 8 SHARED DISPOSITIVE  
POWER

PERSON WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,800

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (See Instructions)

BD

CUSIP No 018581108

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

M e r r i l l L y n c h , P i e r c e , F e n n e r & S m i t h ,  
 Inc. 13-5674085

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

1,405,146

SHARES 6 SHARED VOTING POWER

1,800

BENEFICIALLY

7 SOLE DISPOSITIVE POWER

1,455,307

OWNED

1,800

BY EACH

8 SHARED DISPOSITIVE  
 POWER

REPORTING

PERSON WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,457,107

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.8%

12 TYPE OF REPORTING PERSON (See Instructions)

BD, IA

CUSIP No 018581108

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- |              |   |                              |
|--------------|---|------------------------------|
| 1            | NAMES OF REPORTING PERSONS<br>IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):                  | I.R.S.                       |
|              | Merrill Lynch International   | 13-3779485                   |
| 2            | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a) <input type="checkbox"/> | (b) <input type="checkbox"/> |
| 3            | SEC USE ONLY  |                              |
| 4            | CITIZENSHIP OR PLACE OF ORGANIZATION  | England                      |
|              | NUMBER OF   |                              |
|              | 5 SOLE VOTING POWER   | 52                           |
|              | SHARES  |                              |
|              | 6 SHARED VOTING POWER   |                              |
| BENEFICIALLY | 7 SOLE DISPOSITIVE POWER  | 52                           |
|              | OWNED   |                              |
|              | BY EACH   |                              |
|              | 8 SHARED DISPOSITIVE  |                              |
|              | REPORTING POWER   |                              |
|              | PERSON WITH   |                              |
| 9            | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  | 52                           |
| 10           | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)                 | <input type="checkbox"/>     |
| 11           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   | 0.0%                         |
| 12           | TYPE OF REPORTING PERSON (See Instructions)   | BD                           |



Item 1(a). Name of Issuer:

ALLIANCE DATA SYSTEMS CORP

Item 1(b). Address of Issuer's Principal Executive Offices:

7500 DALLAS PARKWAY  
SUITE 700  
PLANO, TX 75024

Item 2(a). Name of Person Filing:

Bank of America Corporation  
Bank of America, NA  
Banc of America Investment Advisors, Inc.  
Merrill Lynch Professional Clearing Corporation  
Merrill Lynch, Pierce, Fenner & Smith, Inc.  
Merrill Lynch International

Item 2(b). Address of Principal Business Office or, if None, Residence:

Each Reporting Person has its or his principal business office at 100 North Tryon Street, Floor 25, Bank of America Corporate Center, Charlotte, NC 28255.

Item 2(c). Citizenship:

Bank of America Corporation	Delaware
Bank of America, NA	United States
Banc of America Investment Advisors, Inc.	Delaware
Merrill Lynch Professional Clearing	Delaware
Corporation	
Merrill Lynch, Pierce, Fenner & Smith, Inc.	Delaware
Merrill Lynch International	England

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

018581108

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c),  
Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.

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- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership:

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

Item 5. Ownership of 5 Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership or More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

By signing below each of the undersigned certifies that, to the best of such undersigned's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2011

Bank of America Corporation  
Bank of America, N.A.

By: /s/ Michael Didovic

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Michael Didovic  
Director

Banc of America Investment Advisors, Inc.

By: /s/ Russell W. Tipper

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Russell W. Tipper  
Director

Merrill Lynch Professional Clearing Corporation

By: /s/ Kaippallimalil Jacob

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Kaippallimalil Jacob  
Managing Director

Merrill Lynch, Pierce, Fenner & Smith, Inc.

By: /s/ Lawrence Emerson

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Lawrence Emerson  
Attorney-In-Fact

Merrill Lynch International

By: /s/ Gurjit Wadhera

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Gurjit Wadhera  
Managing Director

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Exhibit 99.1

EXHIBIT 99.1 - JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of to such a statement on Schedule 13G with respect to the common stock of beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G.

Dated: February 14, 2011

Bank of America Corporation  
Bank of America, N.A.

By: /s/ Michael Didovic

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Michael Didovic  
Director

Banc of America Investment Advisors, Inc.

By: /s/ Russell W. Tipper

\_\_\_\_\_  
Russell W. Tipper  
Director

Merrill Lynch Professional Clearing Corporation

By: /s/ Kaippallimalil Jacob

\_\_\_\_\_  
Kaippallimalil Jacob  
Managing Director

Merrill Lynch, Pierce, Fenner & Smith, Inc.

By: /s/ Lawrence Emerson

\_\_\_\_\_  
Lawrence Emerson  
Attorney-In-Fact

Merrill Lynch International

By: /s/ Gurjit Wadhera

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Gurjit Wadhera  
Managing Director

