

HEFFERNAN EDWARD J
Form 4
February 21, 2018

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 *
HEFFERNAN EDWARD J

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)
7500 DALLAS PARKWAY, SUITE 700

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Street)
PLANO, TX 75024

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

(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 | 02/16/2018 | | F ⁽¹⁾ | | | 1,816 | D | \$ 243.5 | 264,668 | D | |
| Common Stock | 02/16/2018 | | S | | | 1,500 | D | \$ 243.061 ⁽²⁾ | 263,168 | D | |
| Common Stock | 02/16/2018 | | S | | | 3,099 | D | \$ 243.999 ⁽³⁾ | 260,069 | D | |
| Common Stock | 02/16/2018 | | S | | | 12,001 | D | \$ 244.91 ⁽⁴⁾ | 248,068 | D | |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|---------------------------|------------------------|---|
| Common Stock | 02/16/2018 | S | 4,400 | D | \$ 245.801 ⁽⁵⁾ | 243,668 | D |
| Common Stock | 02/20/2018 | F ⁽¹⁾ | 2,553 | D | \$ 246.52 | 241,115 ⁽⁶⁾ | 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.

SEC 1474
(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 Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEFFERNAN EDWARD J 7500 DALLAS PARKWAY, SUITE 700 PLANO, TX 75024 | X | | President and CEO | |

Signatures

Cynthia L. Hageman, Attorney
in Fact
Date: 02/21/2018

**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).

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- (1) Shares withheld by the Company to satisfy the Reporting Person's tax withholding obligation upon the vesting of restricted stock units.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$242.36 to \$243.31, inclusive. The reporting person undertakes to provide to Alliance Data Systems Corporation, any security holder of Alliance Data Systems Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4) and (5) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$243.42 to \$244.41, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$244.44 to \$245.42, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$245.44 to \$246.27, inclusive.
- (5) The total number of securities beneficially owned includes: (a) 182,230 unrestricted shares; (b) 1,708 unvested units from an award of 5,026 time-based restricted stock units granted 2/16/16; (c) 3,041 unvested units from an award of 8,947 performance-based restricted stock units granted 2/16/16; (d) 3,738 unvested units from an award of 5,578 time-based restricted stock units granted 2/15/17; (e) 5,210 unvested units from an award of 7,776 performance-based restricted stock units granted 2/15/17; (f) 11,155 unvested performance-based restricted stock units granted 2/15/17; (g) 4,473 unvested units from an award of 8,946 performance-based restricted stock units granted 2/15/17; (h) 5,912 unvested time-based restricted stock units granted 2/15/18; (i) 11,824 unvested performance-based restricted stock units granted 2/15/18; and (j) 11,824 unvested performance-based restricted stock units granted 2/15/18.
- (6)

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.