

ALLIANCE DATA SYSTEMS CORP  
 Form 4  
 February 07, 2003  
 SEC Form 4

|   |   |  |
|---|---|--|
| <p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p>  | <p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br/>                 Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287<br/>                 Expires: January 31, 2005<br/>                 Estimated average burden hours per response: . . . . 0.5</p>  |
| <p>1. Name and Address of Reporting Person*</p> <p><b>Tucker, Dwayne H.</b></p> <hr/> <p>(Last) (First) (Middle)<br/> <b>17655 Waterview Parkway</b></p> <hr/> <p>(Street)<br/> <b>Dallas, TX 75252-012</b></p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Alliance Data Systems Corporation ADS</b></p>  | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>_____ Director _____ 10% Owner<br/> <input checked="" type="checkbox"/> Officer _____ Other<br/> <b>Executive Vice President, Chief Administrative Officer</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
| <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>  | <p>4. Statement for Month/Day/Year</p> <p><b>February 06, 2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>  |  |

| 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 and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (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 Indirect Beneficial Ownership (Instr. 4) |
| <b>Common</b>  |                                      |  | Code   V  | Amount  <br>A/D   Price  | <b>36261 (1)</b>  | <b>D</b>  |   |
|  |                                      |  |   |  |   |   |   |

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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 SEC 1474 (9-02)

**Tucker, Dwayne H. - February 06, 2003**

**Form 4 (continued)**

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |                  |                |                      |                |              |                             |                        |             |                         |            |                        |
|--|------------------|----------------|----------------------|----------------|--------------|-----------------------------|------------------------|-------------|-------------------------|------------|------------------------|
| 1. Title of Derivative   | 2. Conversion or | 3. Transaction | 3A. Deemed Execution | 4. Transaction | 5. Number of | 6. Date Exercisable(DE) and | 7. Title and Amount of | 8. Price of | 9. Number of Derivative | 10. Owner- | 11. Nature of Indirect |
|  |                  |                |                      |                |              |                             |                        |             |                         |            |                        |

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| Security (Instr. 3)                  | Exercise Price of Derivative Security | Date (Month/Day/Year) | Date, if any (Month/Day/Year) | Code and Voluntary Code (Instr.8) | Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | Expiration Date(ED) (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Derivative Security (Instr.5) | Securities Beneficially Owned Following Reported Transactions (Instr.4) | ship Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4) | Beneficial Ownership (Instr.4) |
|--------------------------------------|---------------------------------------|-----------------------|-------------------------------|-----------------------------------|--|--------------------------------------|--|-------------------------------|---|--|--------------------------------|
|                                      |                                       |                       |                               | Code   V                          |  | (DE)   (ED)                          |  |                               |   |  |                                |
| Employee Stock Option (right to buy) | \$9.90                                |                       |                               |                                   |  | Varies (2)   05/31/2009              | Common - 27,777                        |                               | 27,777  | D  |                                |
| Employee Stock Option (right to buy) | \$15.00                               |                       |                               |                                   |  | Varies (3)   08/31/2010              | Common - 115,000                       |                               | 115,000   | D  |                                |
| Employee Stock Option (right to buy) | \$12.00                               |                       |                               |                                   |  | Varies (4)   06/08/2011              | Common - 81,917                        |                               | 81,917  | D  |                                |
|                                      |                                       |                       |                               |                                   |  |                                      |  |                               |   |  |                                |

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).

**By: Attorney-in-Fact for**

\_\_\_\_\_  
 \*\* 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.

**Power of Attorney**

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.