

ALLIANCE DATA SYSTEMS CORP
 Form 5
 February 14, 2006

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President / President, Loyalty & Mktg Svcs

17655 WATERVIEW PARKWAY

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DALLAS, TX 75252-8012

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	23,917 ⁽¹⁾	D	

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 41.32	02/03/2005	Â	A4 ⁽²⁾	24,691 Â	Â ⁽²⁾ 02/03/2015	Common Stock	24,691

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCULLION JOHN W 17655 WATERVIEW PARKWAY DALLAS, TX 75252-8012	Â	Â	Â Executive Vice President	President, Loyalty & Mktg Svcs

Signatures

Leigh Ann K. Epperson, Attorney in Fact
 Date: 02/14/2006
 **Signature of Reporting Person

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) An award to the Reporting Person on 2/3/05 of was incorrectly reported to be for 17,778 instead of for 8,889 shares of time-based restricted stock. The award was for 8,889 shares of time-based restricted stock granted 2/3/05, of which 2,963 shares vested on 12/9/05 and 2,963 shares will vest on each of 12/9/06 and 12/9/07. The total number of securities beneficially owned includes: (a) 7,514 shares of performance-based restricted stock granted 2/3/05, of which 0 shares are vested; (b) 7,514 shares of time-based restricted stock granted 2/3/05, of which 2,479 shares are vested; and (c) 8,889 shares of time-based restricted stock granted 2/3/05, of which 2,963 shares are vested.
- (2) The option is for 24,691 shares, of which 8,230 shares vested on 12/9/05, 8,230 shares will vest on 12/9/06 and 8,231 shares will vest on 12/9/07.
- (3) The total number of derivative securities beneficially owned includes: (a) an option for 17,929 out of an original 83,333 shares granted on 12/1/1998, which is fully vested; (b) an option for 80,000 shares granted on 9/1/00, which is fully vested; (c) an option for 74,715 shares granted on 6/8/01, which is fully vested; (d) an option for 35,723 shares granted on 6/24/03, of which 23,578 shares are fully vested and 12,145 shares will vest on 6/23/06; (e) an option for 34,735 shares granted on 2/2/04, of which 22,926 shares are fully vested and 11,809 shares will vest on 2/2/07; (f) an option for 20,872 shares granted 2/3/05, of which 6,887 shares vested on 2/3/06, 6,887 shares will vest on 2/3/07 and 7,098 shares will vest on 2/3/08; and (g) an option for 24,691 shares granted on 2/3/05, of which 8,230 shares vested on 12/9/05, 8,230 shares will vest on 12/9/06 and 8,231 shares will vest on 12/9/07.

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