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ALLIANCE DATA SYSTEMS CORP

Form 4

September 27, 2001

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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(f) of the Investment Company Act of 1940

OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. . . . 0.5

1. Name and A	Address of Repor	or Tradir Alliance	ame and Ticker og Symbol Data Systems tion ADS		Statement for (Month/Year September 2001	ar)	Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer Other					
(Last)	(First)	(Middle)			_				ner Description and President,	_	secutive Vice saction Services	
17655 Waterview Parkway			Number Person, i	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		If Amendment Date of Original (Month/Year		. Individual or Joint/Group Filing (Check Applicable Line) Form filed by More than One Reporting Person X Form filed by One Reporting Person				
Dallas, TX 75	(Street) 252-8012							A Form II	led by One Repo	rting	Person	
(City) 1. Title of Security (Instr. 3)	Date	action 3. Tran Cod th/Day/Year y ol	nsaction le and	e Securities Acq 4. Securities Ac Disposed of ((Instr. 3, 4 an	quired (D) Of	(A) or 5. A S E	Amount Securiti Benefic Owned of Mont	t of 6. es ially at End		7.	Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	A/ D	Price						

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

JΙ

09/25/2001

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

1,000(1) + A + \$14.40

38,000 (2)

D

1. Title of Derivative Security 2. Conversion 3. Transaction 5. Number of 6. Date Exercisable(DE) and 4. Transaction Expiration Date(ED) (Instr. 3) Date Code Derivative or Exercise (Month/Day/ and Voluntary Securities (Month/Day/Year) (V) Acquired (A) Price Year) of Derivative Code (Instr. 8) Security isposed (D) Of (Instr. 3, 4 and 5) Code | V Expiration Date Exercisable Date Varies (3) | 05/5/2007 \$9.00

Common

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

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	Employee Stock Option (right to buy)							
	Employee Stock Option (right to buy)	\$9.00					Varies (4) 07/23/2008	
	Employee Stock Option (right to buy)	\$9.90					Varies (5) 11/30/2008	
	Employee Stock Option (right to buy)	\$9.90				Varies (6) 05/6/2009		
	Employee Stock Option (right to buy)	\$15.00					Varies (7) 08/31/2010	
	Employee Stock Option (right to buy)	\$12.00					Varies (8) 06/08/2011	
7.	Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative 9. Security (Instr. 5)	. Number of De Securities Beneficially Owned at End Month (Instr.	lof	Ownership Form of Derivative Security: Direct (D) or Indirect (I)		Nature of Indirect Beneficial Ownership (Instr. 4)	
	Common 44,444			44,444	D			
	Common 38,888			38,888	D			
	Common 27,777			27,777	D			
	Common 22,222			22,222	D			
	Common 80,000			80,000	D			
	Common 38,048			38,048	D			
	planation of Responses: attached statement							
	onal misstatements or omission 8 U.S.C. 1001 and 15 U.S.C.	ns of facts constitute Federal Crir 78ff(a)	minal Violations.	/s/ Kellie J. W	atts			
500 1		(-).		that G'	f.D		9/26/2001	

** Signature of Reporting Person

Date

Attorney-in-Fact for Michael A. Beltz

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.

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Alliance Data Systems Corporation ADS

Form 4 - September 2001

Beltz, Michael A. 17655 Waterview Parkway Dallas, TX 75252-8012

Explanation of responses:

(1)

	2001.
(2)	Total beneficial onwership includes 28,000 unvested shares of common stock pursuant to a restricted stock grant.
(3)	The option became exercisable for 5,556 shares on 1/31/98, 13,888 shares on 1/31/99, 13,889 shares on 1/31/00, and 11,111 shares on 1/31/01.
(4)	The option became exercisable for 9,722 shares on each of 1/31/99, 1/31/00, and 1/31/01, and becomes exercisable for 9,722 shares on 1/31/02.
(5)	The option became exercisable for 6,944 shares on each of 1/31/99, 1/31/00, and 1/31/01, and becomes exercisable for 6,945 shares on 1/31/02.
(6)	The option is exercisable for 5,556 shares on each of 1/31/00, 1/31/01, 1/31/02 and 1/31/03.
(7)	The option becomes exercisable for 26,400 shares on each of 8/31/01 and 8/31/02 and for 27,200 shares on 8/31/03.
(8)	The option is exercisable for 33% of the underlying shares on each of $6/7/02$ and $6/7/03$, and for 34% on $6/7/04$.

Purchase pursuant to SEC Release No. 44791 dated September 14, 2001, and extended with Release No. 44827 dated September 21,