

ALLIANCE DATA SYSTEMS CORP  
 Form 3  
 October 05, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Pearson Bryan A		(Month/Day/Year)	ALLIANCE DATA SYSTEMS CORP [ADS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		10/02/2006		
17655 WATERVIEW PARKWAY			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
DALLAS,Â TXÂ 75252-8012			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			President, Loyalty Services	
1. Title of Security (Instr. 4)		2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Common Stock	15,614 <sup>(1)</sup>	D	Â	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	15,614 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	11/30/2008	Common Stock	10,000	\$ 9.9	D	Â
Employee Stock Option (Right to Buy)	Â (3)	06/23/2013	Common Stock	18,500	\$ 24.03	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/02/2014	Common Stock	16,000	\$ 31.38	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/03/2015	Common Stock	20,000	\$ 41.32	D	Â
Employee Stock Option (Right to Buy)	Â (6)	02/03/2015	Common Stock	12,346	\$ 41.32	D	Â
Employee Stock Option (Right to Buy)	Â (7)	02/13/2016	Common Stock	7,724	\$ 43.01	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pearson Bryan A 17655 WATERVIEW PARKWAY DALLAS, TX 75252-8012	Â	Â	Â President, Loyalty Services	Â

## Signatures

Leigh Ann K. Epperson, Attorney  
in Fact

10/05/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

- The total number of securities beneficially owned includes: (a) 1,500 out of an original 4,800 shares of performance-based restricted stock granted 6/24/03, which are fully vested; (b) 3,200 out of an original 4,000 shares of performance-based restricted stock granted 2/3/05, which are fully vested; (c) 4,444 shares of time-based restricted stock granted 2/3/05, of which 1,481 shares are vested; (d) 3,235 shares of time-based restricted stock units granted 2/13/06, of which 0 shares are vested; and (e) 3,235 shares of performance-based restricted stock units granted 2/13/06, of which 0 shares are vested.
- (1) The option is for 10,000 out of an original 40,404 shares granted 12/1/98, which is fully vested.
  - (2) The option is for 18,500 shares granted 6/24/03, which is fully vested.
  - (3) The option is for 16,000 shares granted 2/2/04, of which 10,560 shares are fully vested and 5,440 shares will vest on 2/2/07.
  - (4) The option is for 20,000 shares granted 2/3/05, of which 6,600 shares vested on 2/3/06, 6,600 shares will vest on 2/3/07 and 6,800 shares will vest on 2/3/08.
  - (5) The option is for 12,346 shares granted 2/3/05, of which 4,115 shares vested on 12/9/05, 4,115 shares will vest on 12/9/06 and 4,116 shares will vest on 12/9/07.
  - (6)
  - (7)

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The option is for 7,724 shares granted 2/13/06, of which 2,548 shares will vest on 2/13/07, 2,549 shares will vest on 2/13/08 and 2,627 shares will vest on 2/13/09.

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.