

ALLIANCE DATA SYSTEMS CORP
Form SC 13G
February 14, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No.)*

ALLIANCE DATA SYSTEMS CORP

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

018581108

(CUSIP Number)

December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

- | | |
|-------------------------------------|-----------------|
| <input checked="" type="checkbox"/> | Rule 13d – 1(b) |
| <input type="checkbox"/> | Rule 13d – 1(c) |
| <input type="checkbox"/> | Rule 13d – 1(d) |

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

CUSIP No 018581108

13G

1	NAMES OF REPORTING PERSONS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	I.R.S.
	Bank of America Corporation	56-0906609
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
	NUMBER OF 5 SOLE VOTING POWER SHARES 6 SHARED VOTING POWER	2,910,654
	BENEFICIALLY 7 SOLE DISPOSITIVE POWER OWNED BY	2,998,359
	EACH REPORTING 8 SHARED DISPOSITIVE PERSON WITH POWER	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,002,675
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	5.8%
12	TYPE OF REPORTING PERSON (See Instructions)	HC

CUSIP No 018581108

13G

- | | | |
|-----------------------|---|------------------------------|
| 1 | NAMES OF REPORTING PERSONS
IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): | I.R.S. |
| | Bank of America, NA | 94-1687665 |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) <input type="checkbox"/> | (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | United States |
| | NUMBER OF 5 SOLE VOTING POWER | 1,404,257 |
| | SHARES 6 SHARED VOTING POWER | 99,399 |
| BENEFICIALLY OWNED | 7 SOLE DISPOSITIVE POWER | 1,404,257 |
| BY EACH | | 136,943 |
| REPORTING PERSON WITH | 8 SHARED DISPOSITIVE POWER | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 1,545,516 |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | 3.0% |
| 12 | TYPE OF REPORTING PERSON (See Instructions) | BK |

CUSIP No 018581108

13G

1 N A M E S O F R E P O R T I N G PERSONS I.R.S.

IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

B a n c o f A m e r i c a I n v e s t m e n t A d v i s o r s , Inc. 06-1143089

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF	5 SOLE VOTING POWER	
SHARES	6 SHARED VOTING POWER	7,410
BENEFICIALLY OWNED	7 SOLE DISPOSITIVE POWER	
BY EACH		7,410
REPORTING	8 SHARED DISPOSITIVE POWER	
PERSON WITH		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,410

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 TYPE OF REPORTING PERSON (See Instructions) 0.0%
 IA

CUSIP No 018581108

13G

1 N A M E S O F R E P O R T I N G
PERSONS I.R.S.

IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

M e r r i l l L y n c h P r o f e s s i o n a l C l e a r i n g
Corporation 13-3247006

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER 1,800

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

7 SOLE DISPOSITIVE POWER 1,800

OWNED

BY EACH

REPORTING 8 SHARED DISPOSITIVE
POWER

PERSON WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,800

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (See Instructions)

BD

CUSIP No 018581108

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

M e r r i l l L y n c h , P i e r c e , F e n n e r & S m i t h ,
 Inc. 13-5674085

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

1,405,146

SHARES 6 SHARED VOTING POWER

1,800

BENEFICIALLY

7 SOLE DISPOSITIVE POWER

1,455,307

OWNED

1,800

BY EACH

8 SHARED DISPOSITIVE
 POWER

REPORTING

PERSON WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,457,107

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.8%

12 TYPE OF REPORTING PERSON (See Instructions)

BD, IA

CUSIP No 018581108

13G

- | | | |
|--------------|---|------------------------------|
| 1 | NAMES OF REPORTING PERSONS
IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): | I.R.S. |
| | Merrill Lynch International | 13-3779485 |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) <input type="checkbox"/> | (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | England |
| | NUMBER OF | |
| | 5 SOLE VOTING POWER | 52 |
| | SHARES | |
| | 6 SHARED VOTING POWER | |
| BENEFICIALLY | 7 SOLE DISPOSITIVE POWER | 52 |
| | OWNED | |
| | BY EACH | |
| | 8 SHARED DISPOSITIVE | |
| | REPORTING POWER | |
| | PERSON WITH | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 52 |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | 0.0% |
| 12 | TYPE OF REPORTING PERSON (See Instructions) | BD |

Item 1(a). Name of Issuer:

ALLIANCE DATA SYSTEMS CORP

Item 1(b). Address of Issuer's Principal Executive Offices:

7500 DALLAS PARKWAY
SUITE 700
PLANO, TX 75024

Item 2(a). Name of Person Filing:

Bank of America Corporation
Bank of America, NA
Banc of America Investment Advisors, Inc.
Merrill Lynch Professional Clearing Corporation
Merrill Lynch, Pierce, Fenner & Smith, Inc.
Merrill Lynch International

Item 2(b). Address of Principal Business Office or, if None, Residence:

Each Reporting Person has its or his principal business office at 100 North Tryon Street, Floor 25, Bank of America Corporate Center, Charlotte, NC 28255.

Item 2(c). Citizenship:

Bank of America Corporation	Delaware
Bank of America, NA	United States
Banc of America Investment Advisors, Inc.	Delaware
Merrill Lynch Professional Clearing	Delaware
Corporation	
Merrill Lynch, Pierce, Fenner & Smith, Inc.	Delaware
Merrill Lynch International	England

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

018581108

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c),
Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.

- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).