FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>TUCKER DWAYNE H</u>							2. Issuer Name and Ticker or Trading Symbol ALLIANCE DATA SYSTEMS CORP [ ADS ]								plicable) ctor	10% Othe	Owner (specify	
•	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2008									beio	,		′					
(Street)  DALLAS TX 75252-8012  (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)									e) X Forr Forr	vidual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date						Execution Date, if any			Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)				Secui Benet Owne	ities icially d Following	(D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	Amount (A) or (D)		Price	Trans	action(s)		(1130.4)						
Stock	2008		F <sup>(1)</sup>		802		D	\$52.	59 3	38,684	D							
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
titve Conversion or Exercise (Month/Day/Year) 3) Price of Derivative Security  Execution Date if any (Month/Day/Year) 8			Transa Code (I	de (Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration			Amour or Numbe of		ount	Derivative Security	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Find ATERVIEW) STOCK  Stock  2. Conversion or Exercise Price of Derivative	(First) ( ATERVIEW PARKWAY  S TX 7  (State) ( Table Security (Instr. 3)  Stock  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  ATERVIEW PARKWAY  S TX 75252-801  (State) (Zip)  Table I - Non  Security (Instr. 3)  Stock  Table II - D  ((Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day)  STOCK  3. Transaction Date (Month/Day/Year) (Month/Day)  (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (ATERVIEW PARKWAY  S TX 75252-8012  (State) (Zip)  Table I - Non-Derivation (Month/D)  Stock  Table II - Derivati (e.g., pu  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Price of Derivative Security  Security (Month/Day/Year)	ER DWAYNE H  (First) (Middle)  (ATERVIEW PARKWAY  (State) (Zip)  Table I - Non-Derivative  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. 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Transaction Date (e.g., puts, calls, warrants, options, compared to the first of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date (Instr. 3, 4 and 5) Date (Instr. 3, 4 and 5)	ALLIANCE DATA SYSTEMS CO ADS ]  (First) (Middle)  ATERVIEW PARKWAY  Table I - Non-Derivative Securities Acquired, Disposed of farming (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of farming (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of fee.g., puts, calls, warrants, options, convertib  2. Transaction Or Exercise (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  3. Transaction Code (Instr. 5)  Code V Amount  Table II - Derivative Securities Acquired, Disposed of fee.g., puts, calls, warrants, options, convertib  2. Transaction Date (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  ALLIANCE DATA SYSTEMS CO  ADS ]  3. Date of Earliest Transaction (Month/Day/Year)  A. 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## Explanation of Responses:

1. 802 shares were withheld by the Company to satisfy the Reporting Person's tax withholding obligation upon the vesting of restricted stock.

## Remarks:

Leigh Ann K. Epperson, Attorney in Fact 02/06/2008

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.