

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person * <u>PARKS J MICHAEL</u>  (Last) (First) (Middle) 17655 WATERVIEW PARKWAY  (Street) DALLAS TX 75252-8012  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALLIANCE DATA SYSTEMS CORP [ ADS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chairman of the Board / CEO and President
	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2005	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/03/2005		F <sup>(1)</sup>		1,501	D	\$39.5	126,980	D	
Common Stock	05/03/2005		M <sup>(1)</sup>		6,588	A	\$9	133,568	D	
Common Stock	05/03/2005		F <sup>(2)</sup>		5,063	D	\$39.5	128,505	D	
Common Stock	05/03/2005		M <sup>(2)</sup>		20,202	A	\$9.9	148,707 <sup>(3)</sup>	D	

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

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 of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$9	05/03/2005		M <sup>(1)</sup>			6,588	(4)	03/09/2007	Common Stock	6,588	(4)	1,005,729	D	
Employee Stock Option (Right to Buy)	\$9.9	05/03/2005		M <sup>(2)</sup>			20,202	(4)	05/06/2009	Common Stock	20,202	(4)	985,527 <sup>(5)</sup>	D	

Explanation of Responses:

- 1,501 shares and \$2.50 have been delivered to the Company in payment of the exercise price of 6,588 employee stock options.
- 5,063 shares and \$11.30 have been delivered to the Company in payment of the exercise price of 20,202 employee stock options.
- The total number of securities beneficially owned includes: (a) 868 out of an original 120,000 shares of restricted stock granted 9/1/00, which is fully vested; (b) 4,500 shares purchased in the open market; (c) 18,661 shares of performance-based restricted stock granted 6/24/03, which is fully vested; (d) less 2,640 shares given as a gift; (e) 57,146 shares acquired by the exercising of vested employee stock options; (f) 5,740 out of an original 35,740 shares of performance-based restricted stock granted 2/2/04, which is fully vested; (g) 21,105 shares of performance-based restricted stock granted 2/3/05, of which 0 shares are vested; (h) 21,105 shares of time-based restricted stock granted 2/3/05, of which 0 shares are vested; and (i) 22,222 shares of time-based restricted stock granted 2/3/05, of which 0 shares are vested.
- This is an employee stock option grant that is fully vested.
- The total number of derivative securities beneficially owned includes: (a) an option for 177,777 shares granted 3/10/97, which is fully vested; (b) an option for 111,111 shares granted 3/10/97, which is fully vested; (c) an option for 63,131 out of an original 83,333 shares granted 5/7/99, which is fully vested; (d) an option for 230,000 shares granted 9/1/00, which is fully vested; (e) an option for 109,388 shares granted 6/8/01, which is fully vested; (f) an option for 106,203 shares granted 6/24/03, of which 35,047 shares vested on 6/23/04, 35,047 shares will vest on 6/23/05 and 36,109 shares will vest on 6/23/06; (g) an option for 129,291 shares granted 2/2/04, of which 42,666 shares vested on 2/2/05, 42,666 shares will vest on 2/2/06 and 43,959 shares will vest on 2/2/07; and (h) an option for 58,626 shares granted 2/3/05, of which 19,346 shares will vest on each of 2/3/06 and 2/3/07 and 19,934 shares will vest on 2/3/08.

Remarks:

Leigh Ann K. Epperson, 05/05/2005  
Attorney in Fact

\*\* Signature of Reporting Person Date

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

\* 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.