

<p><b>FORM 5</b></p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p><input checked="" type="checkbox"/> Form 3 Holdings Reported <input type="checkbox"/> Form 4 Transactions Reported</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362 Expires: December 31, 2001 Estimated average burden hours per response. . . . 0.5</p>
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<p>1. Name and Address of Reporting Person*</p> <p><b>Beltz, Michael A.</b></p> <p>(Last) (First) (Middle)</p> <p><b>17655 Waterview Parkway</b></p> <p>(Street)</p> <p><b>Dallas, TX 75252-8012</b></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Alliance Data Systems Corporation ADS</b></p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)</p> <p><b>December 2001</b></p> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>Officer/Other Description <b>Executive Vice President and President, Transaction Services Group</b></p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing</p>
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	A/D	Price			
Common						43,276 (1)	D	

If the form is filed by more than one reporting person, see instruction 4(b)(v).

**Beltz, Michael A. - December 2001**

**Form 5 (continued)**

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)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
					(DE)	(ED)					
Employee Stock Option (right to buy)	\$12.00				Varies (7)   06/08/2011		Common - 38,048		38,048	D	
Employee Stock Option (right to buy)	\$15.00				Varies (6)   08/31/2010		Common - 80,000		80,000	D	
Employee Stock Option (right to buy)	\$9.90				Varies (5)   05/06/2009		Common - 22,222		22,222	D	
Employee Stock Option (right to buy)	\$9.90				Varies (4)   11/30/2008		Common - 27,777		27,777	D	
Employee Stock Option (right to buy)	\$9.00				Varies (3)   07/23/2008		Common - 38,888		38,888	D	
Employee Stock Option (right to buy)	\$9.00				Varies (2)   05/05/2007		Common - 39,444		39,444	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\*\* Signature of Reporting Person \_\_\_\_\_ Date \_\_\_\_\_

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

Attorney-in-Fact  
**Michael A. Beltz**

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.

**Beltz, Michael A. - December 2001**

**Form 5 (continued)**

<p><b>FOOTNOTE Descriptions for Alliance Data Systems Corporation ADS</b></p>	<p>Form 5 - December 2001</p>
<p><b>Michael A. Beltz</b> 17655 Waterview Parkway Dallas, TX 75252-8012</p> <p><b>Explanation of responses:</b></p> <p>(1) Total beneficial ownership includes 28,000 unvested shares of common stock pursuant to a restricted stock grant.                  (2) These options are fully vested.                  (3) The option is exercisable for 9,722 shares on each of 1/31/99, 1/31/00, 1/31/01, and 1/31/02.                  (4) The option is exercisable for 6,944 shares on each of 1/31/99, 1/31/00, and 1/31/01, and for 6,945 shares on 1/31/02.                  (5) The option is exercisable for 5,556 shares on each of 1/31/00, 1/31/01, and 1/31/02, and for 5,554 shares on 1/31/03.                  (6) The option is exercisable for 26,400 shares on each of 8/31/01 and 8/31/02 and for 27,200 shares on 8/31/03.                  (7) The option is exercisable for 33% of the underlying shares on each of 8/31/01 and 8/31/02, and for 34% on 8/31/03.</p>	