

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>BELTZ MICHAEL A</u> (Last) (First) (Middle) <u>17655 WATERVIEW PARKWAY</u> (Street) <u>DALLAS TX 75252-8012</u> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Executive Vice President / President Utility Services</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/06/2003</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	11/06/2003		F		1,000 ⁽¹⁾	D	\$27.5	82,335	D	
Common Stock	11/06/2003		M		3,056 ⁽¹⁾	A	\$9	85,391	D	
Common Stock	11/06/2003		S ⁽²⁾		2,500	D	\$27.72	82,891 ⁽³⁾	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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$9	11/06/2003		M		3,056 ⁽¹⁾		(4)	05/05/2007	Common Stock	3,056	(4)	245,713 ⁽⁵⁾	D	

Explanation of Responses:

- 1,000 shares and \$4.00 have been delivered to the Company in payment of the exercise price of 3,056 employee stock options.
- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 3, 2003. The trading plan was established to sell up to 20,000 shares of the Company's common stock. Portions of the shares may be sold on specified dates or any time the stock achieves certain pre-arranged minimum prices and may take place beginning on November 6, 2003 and ending on May 1, 2004, unless sooner terminated. The Reporting Person will have no control over the timing of any sales under the plan and there can be no assurance that the shares covered by the plan actually will be sold. The Reporting Person entered into the plan for personal tax and financial planning purposes and will continue to have a significant ownership interest in the Company.
- The total number of securities beneficially owned includes: (a) 1,725 shares acquired through the Company employee stock purchase program; (b) 41,389 shares acquired by the exercising of vested employee stock options; (c) 1,000 shares purchased on the open market; (d) 32,500 out of an original 35,000 shares of restricted stock granted 9/1/00, of which 21,000 shares are vested; and (e) 6,277 shares of performance-based restricted stock granted 6/24/03, 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 employee stock option for 3,055 out of an original 44,444 shares granted 5/5/97, which is fully vested; (b) an employee stock option for 38,888 shares granted 7/24/98, which is fully vested; (c) an employee stock option for 27,777 shares granted 12/1/98, which is fully vested; (d) an employee stock option for 22,222 shares granted 5/7/99, which is fully vested; (e) an employee stock option for 80,000 shares granted 9/1/00, which is fully vested; (f) an employee stock option for 38,048 shares granted 6/7/01, which is fully vested, and (g) an employee stock option for 35,723 shares granted 6/24/03, of which 11,789 shares will vest on each of 6/23/04 and 6/23/05 and 12,145 shares will vest on 6/23/06.

Remarks:

Jeanette Fitzgerald, Attorney in Fact 11/10/2003

** 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.