

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB APPROVAL
I Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).		OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response: 0.5
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP		
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(t) of the Investment Company Act of 1940		
1. Name and Address of Reporting Person* Tucker, Dwayne H. (Last) (First) (Middle) 17655 Waterview Parkway (Street) Dallas, TX 75252-8012 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Alliance Data Systems Corporation ADS 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) February 2002 5. If Amendment, Date of Original (Month/Year) 03/08/2002 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other Officer/Other Description Executive Vice President, Chief Administrative Officer 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing

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 and Voluntary 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 Month (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/D Price			
Common				36,165 (1)	D	

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).

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Form 4 (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 and Voluntary (V) Code (Instr.8)	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 Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
		Code V		(DE) (ED)						
Employee Stock Option (right to buy)	\$9.90				Varies (2) 05/31/2009	Common - 27,777		27,777	D	
Employee Stock Option (right to buy)	\$15.00				Varies (3) 08/31/2010	Common - 115,000		115,000	D	
Employee Stock Option (right to buy)	\$12.00				Varies (4) 06/08/2011	Common - 81,917		81,917	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 for
Dwayne H. Tucker

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.

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Form 4 (continued)

FOOTNOTE Descriptions for Alliance Data Systems Corporation ADS	Form 4 - February 2002
Dwayne H. Tucker 17655 Waterview Parkway Dallas, TX 75252-8012	
Explanation of responses: (1) On February 7, 2002, Alliance Data Systems Corporation's Board of Directors approved the vesting of 7,000 shares of restricted performance-based shares as a result of the achievement of performance goals for fiscal year 2001. 21,000 restricted performance-based shares remain invested and are included in the total beneficial ownership. (2) The option is exercisable for 6,944 shares on each of 1/31/00, and 1/31/01, 6,944 shares on 1/31/02, and 6,945 shares on 1/31/03, subject to performance targets. (3) The option is exercisable for 37,850 shares on each of 8/31/01, and 8/31/02, and for 39,100 shares on 8/31/03. (4) 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.	