

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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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

| | | | | | | | | |
|--|---------|----------|---|--|--|--|---|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 4. Statement for (Month/Year) | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Beltz, Michael A. | | | Alliance Data Systems Corporation ADS | | September 2001 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% <input type="checkbox"/> Owner <input checked="" type="checkbox"/> <input type="checkbox"/> Officer <input type="checkbox"/> Other | |
| (Last) | (First) | (Middle) | | | | Officer/Other Description Executive Vice President and President, Transaction Services Group | | |
| 17655 Waterview Parkway | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 5. If Amendment, Date of Original (Month/Year) | | 7. Individual or Joint/Group Filing (Check Applicable Line) | |
| (Street) | | | | | | | <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| Dallas, TX 75252-8012 | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 of (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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|---|--|---|--|--|
| | | Code V | Amount A/D Price | | | |
| Common | 09/25/2001 | J | 1,000(1) A \$14.40 | 38,000 (2) | 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).

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 isposed (D) Of (Instr. 3, 4 and 5) | 6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) |
|--|--|--------------------------------------|---|---|--|
| | | | Code V | | |
| Employee Stock Option (right to buy) | \$9.00 | | | | Varies (3) 05/5/2007 |
| Employee Stock Option (right to buy) | \$9.00 | | | | Varies (4) 07/23/2008 |
| Employee Stock Option (right to buy) | \$9.90 | | | | Varies (5) 11/30/2008 |
| Employee Stock Option (right to buy) | \$9.90 | | | | Varies (6) 05/6/2009 |
| Employee Stock Option (right to buy) | \$15.00 | | | | Varies (7) 08/31/2010 |
| Employee Stock Option (right to buy) | \$12.00 | | | | Varies (8) 06/08/2011 |

| | | | | |
|---|--|--|---|--|
| 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) |
|---|--|--|---|--|

| | | |
|-----------------|--------|---|
| Common – 44,444 | 44,444 | D |
| Common – 38,888 | 38,888 | D |
| Common – 27,777 | 27,777 | D |
| Common – 22,222 | 22,222 | D |
| Common – 80,000 | 80,000 | D |
| Common – 38,048 | 38,048 | D |

Explanation of Responses:
See attached statement

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

/s/ Kellie J. Watts

** Signature of Reporting Person

9/26/2001
Date

Attorney-in-Fact for
Michael A. Beltz

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

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.

Alliance Data Systems Corporation ADS

Form 4 - September 2001

Beltz, Michael A.
17655 Waterview Parkway
Dallas, TX 75252-8012

Explanation of responses:

- (1) Purchase pursuant to SEC Release No. 44791 dated September 14, 2001, and extended with Release No. 44827 dated September 21, 2001.
- (2) Total beneficial ownership includes 28,000 unvested shares of common stock pursuant to a restricted stock grant.
- (3) The option became exercisable for 5,556 shares on 1/31/98, 13,888 shares on 1/31/99, 13,889 shares on 1/31/00, and 11,111 shares on 1/31/01.
- (4) The option became exercisable for 9,722 shares on each of 1/31/99, 1/31/00, and 1/31/01, and becomes exercisable for 9,722 shares on 1/31/02.
- (5) The option became exercisable for 6,944 shares on each of 1/31/99, 1/31/00, and 1/31/01, and becomes exercisable for 6,945 shares on 1/31/02.
- (6) The option is exercisable for 5,556 shares on each of 1/31/00, 1/31/01, 1/31/02 and 1/31/03.
- (7) The option becomes exercisable for 26,400 shares on each of 8/31/01 and 8/31/02 and for 27,200 shares on 8/31/03.
- (8) The option is exercisable for 33% of the underlying shares on each of 6/7/02 and 6/7/03, and for 34% on 6/7/04.