

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>PARKS J MICHAEL</u> (Last) (First) (Middle) (Street) (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) <u>06/24/2003</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	06/24/2003		A		18,661 ⁽¹⁾	A	24.03	143,161	D	
Common Stock	06/26/2003		G		1,000	D	0	142,161	D	
Common Stock	06/26/2003		G		1,640	D	0	140,521 ⁽²⁾	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)	24.03	06/24/2003		A		106,203 ⁽³⁾		06/23/2004	06/23/2013	Common Stock	106,203	\$24.03	862,256 ⁽⁴⁾	D	

Explanation of Responses:

- The grant is for 18,661 shares of performance-based restricted stock. The restrictions on 100% of the shares may lapse in February 2004 if certain Company financial targets are met. If the restrictions do not lapse in February 2004, the restrictions may lapse in February 2006 if certain performance standards are met.
- The total number of securities beneficially owned includes: (a) 120,000 shares of restricted stock granted 9/1/00, of which 72,000 shares are vested; (b) 4,500 shares purchased in the open market; (c) the new grant for 18,661 shares; and (d) less 2,640 shares given as a gift.
- The new option is for 106,203 shares, of which 35,047 shares will vest on each of 6/23/04 and 6/23/05 and 36,109 shares will vest on 6/23/06.
- The total number of derivative securities beneficially owned includes: (a) an employee stock option for 44,444 shares granted 3/10/97, which is fully vested; (b) an employee stock option for 177,777 shares granted 3/10/97, which is fully vested; (c) an employee stock option for 111,111 shares granted 3/10/97, which is fully vested; (d) an employee stock option for 83,333 granted 5/7/99, which is fully vested; (e) an employee stock option for 230,000 shares granted 9/1/00, which vested for 75,900 shares on each of 8/31/01 and 8/31/02 and 78,200 shares will vest on 8/31/03; (f) an employee stock option for 109,388 shares granted on 6/8/01, which vested for 36,098 shares on each of 8/31/01 and 8/31/02 and 37,192 shares will vest on 8/31/03; and (g) the new option for 106,203 shares.

Jeanette Fitzgerald, Attorney in Fact 06/26/2003

** 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.

Revocation and Appointment of Power of Attorney

Know all by these presents, that the undersigned hereby revokes and rescinds the Power of Attorney dated May 31, 2001, which appointed Carloyn Melvin and Kellie Watts as attorneys-in-fact, for purposes of completing, executing and filing any applicable Forms 3, 4, and 5 as further set out in that Power of Attorney.

The undersigned hereby constitutes and appoints Alan Utay, Carolyn Melvin and Jeanette Fitzgerald, each permitted to act in accordance with this Power of Attorney individually, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Alliance Data Systems Corporation (the "Company") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the forgoing which, in the opinion of such attorney-in-fact, may be benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this ___ day of December, 2001.

/s/ J. Michael Parks
Printed Name: J. Michael Parks