FORM 4			UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										OMB APPROVAL		
[X] Check this box if no longer subject to Section 16. Form 4 or Form o obligations may continue. See Instruction 1(b).			STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP									OMB Number: 3	OMB Number: 3235-0287		
			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								Expires: December 31, 2001 Estimated average burden hours per response 0.5				
			Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940  2. Issuer Name and Ticker  4. Statement for							0	6. Relationship of Reporting Person(s) to Issuer				
. Name and Address of Reporting Perso Melvin, Carolyn S.				or Trading Symbol  Alliance Data Systems Corporation ADS			(Month/Year) September 2001				(Check all ap				
(Last) (First) 17655 Waterview Parkway		(Middle)	(Middle)			3. I.R.S. Identification					OfficerOther				
<u> </u>						oorting ntity			5. If Amendment, Date of Original		Officer/Other Description Senior Vice President and Assistant General Counsel				eral Counsel
Oallas, TX 75252-8012 (Street)					(voluntary)			(Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)					
(City)	(Zip)	(Zip)								X Individual Filing					
					Table I No	- Designation Co.		d Di	d of an Boundai-like Or and		Joint/Group	Filing			
. Title of Security		2. Transacti	on Data	3. Transact					d of, or Beneficially Owner	5. Amount of		6. Owner		7. Nature of	
(Instr. 3)		(Month/I	Day/Year)	Code	non	<ol> <li>Securities Acq (Instr. 3, 4, and</li> </ol>	15)	sposea (D) C	л	Securities		ship		Indirect	
				and Voluntar	y					Beneficially Owned at		Form: Direct(		Beneficial Ownership	
				Code (Instr. 8)	,					End of Montl	1	or Indirec	et (I)	(Instr. 4)	
				(	´					(Instr. 3 and 4	1)			()	
				Code	2   V		Amount	A/D	Price			(Instr. 4	4)		
Common											13,000 (1)		D		
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Form 4 (continued)													Melvin, Ca	arolyn S	SEC 1474 (3
Form 4 (continued)						(e.g., puts, calls,	warrants, opt	ions, conver						arolyn S	SEC 1474 (3
. Title of Derivative Security	2. Conversion or	3. Transaction	4. Transaction	5. Numbe Securit	r of Derivative	(e.g., puts, calls,	warrants, opt	e(DE) and	7. Title and Amoun	t of titles	8. Price	9. N	Jumber of	10.	SEC 1474 (
	sion or Exercise	Date	Code and	Securit		(e.g., puts, calls,	warrants, opt	e(DE) and	tible securities)	t of ities	of Derivative	D Se	Number of Derivative eccurities	10. Owner- ship	S September 2
. Title of Derivative Security	sion or	3. Transaction Date (Month/ Day/	Code and Voluntary (V) Code	Securit or Disp	r of Derivative ies Acquired (A	(e.g., puts, calls,	warrants, opti Date Exercisable Expiration Date	e(DE) and	7. Title and Amoun Underlying Secu	of of ities	of	D Se B	Number of Derivative	10. Owner-	SEC 1474 ( S September 2
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. Title of Derivative Security	sion or Exercise Price of Deri-	Date (Month/ Day/	Code and Voluntary (V) Code	Securit or Disp	er of Derivative ies Acquired (A losed (D) Of	(e.g., puts, calls,	warrants, opti Date Exercisable Expiration Date	e(DE) and	7. Title and Amoun Underlying Secu	t of rities	of Derivative Security	D So B O at M	Number of Derivative ecurities Seneficially Owned	10. Owner- ship Form of Deriv- ative Security: Direct	SEC 1474 ( 5 September 2  11. Nature of Indirect Beneficial Ownership
Title of Derivative Security	sion or Exercise Price of Deri- vative	Date (Month/ Day/	Code and Voluntary (V) Code	Securit or Disp	er of Derivative ies Acquired (A losed (D) Of	(e.g., puts, calls,	warrants, opti Date Exercisable Expiration Date	e(DE) and	7. Title and Amoun Underlying Secu	t of ities	of Derivative Security	D So B O at M	Number of Derivative iecurities Seneficially Dwned I End of Aonth	10. Owner- ship Form of Deriv- ative Security: Direct (D) or	SEC 1474 ( 5 September 2  11. Nature of Indirect Beneficial Ownership
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. Title of Derivative Security	sion or Exercise Price of Deri- vative Security	Date (Month/ Day/	Code and Voluntary (V) Code	Securit or Disp	er of Derivative ies Acquired (A losed (D) Of	(e.g., puts, calls,	warrants, opt  Date Exercisable Expiration Date Month/Day/Yea	e(DE) and (ED) arr)	tible securities)  7. Title and Amount Underlying Securities (Instr. 3 and 4)	t of rities	of Derivative Security	D So B O at M	Number of Derivative Securities Senenficially Sweed Lend of Aouth Instr.4)	10. Owner-ship Form of Deriv- active Security: Direct (I)	SEC 1474 (3
. Title of Derivative Security (Instr. 3)	sion or Exercise Price of Deri- vative Security	Date (Month/ Day/	Code and Voluntary (V) Code (Instr.8)	Securit or Disp	er of Derivative ies Acquired (A losed (D) Of	(e.g., puts, calls,	warrants, opti Date Exercisable Expiration Date Month/Day/Yea  (DE)  Varies (2)	e(DE) and (ED) arr)	Title and Amount Underlying Securities (Instr. 3 and 4)	t of titles	of Derivative Security	D So B O at M	Number of Derivative securities beneficially when of tEnd of found instr.4)	10. Owner-ship Form of Deriv- ative Direct (D) or Indirect (I)	SEC 1474 (3
. Title of Derivative Security (Instr. 3)  Employee Stock Option (right to buy)	sion or Exercise Price of Deri- vative Security	Date (Month/ Day/	Code and Voluntary (V) Code (Instr.8)	Securit or Disp	er of Derivative ies Acquired (A losed (D) Of	(e.g., puts, calls,	Date Exercisable September 1	e(DE) and (ED) ar)   (ED)   (E	tible securities)  7. Title and Amoun Underlying Secu (Instr. 3 and 4)  Common - 11,111  Common - 1,111	t of ities	of Derivative Security	D So B O at M	Number of Derivative ecurities enertically was the LE and of Jonath Instr. 4)	10. Owner-ship Form of Deriv- ative Direct (D) or Indirect (I) D	SEC 1474 (3
Title of Derivative Security (Instr. 3)  Employee Stock Option (right to buy) Employee Stock Option (right to buy)	sion or Exercise Price of Deri- vative Security	Date (Month/ Day/	Code and Voluntary (V) Code (Instr.8)	Securit or Disp	er of Derivative ies Acquired (A losed (D) Of	(e.g., puts, calls,	(DE) Varies (2) Varies (3) Varies (4)	e(DE) and (ED) arr)   (ED)   (ED)   10/14/2006   02/23/2007   05/06/2009	Common - 1,111 Common - 1,000	of ities	of Derivative Security	D So B O at M	Number of Derivative securities seneficially beneficially beneficially beneficially beneficially beneficially beneficially beneficially seneficially	10. Owner-ship Form of Deriv- active Security: Direct (I)  D  D	SEC 1474 (3
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Employee Stock Option (right to buy)	sion or Exercise Price of Deri- vative Security	Date (Month/ Day/	Code and Voluntary (V) Code (Instr.8)	Securit or Disp	er of Derivative ies Acquired (A losed (D) Of	(e.g., puts, calls,	(DE) Varies (2) Varies (3) Varies (5)	(ED)   (ED)   (ED)   (ED)   (1014/2006   02/23/2007   05/06/2009   08/31/2010	Title and Amount Dinderlying Securities (Instr. 3 and 4)  Common - 11,111  Common - 1,111  Common - 10,000  Common - 50,000	t of titles	of Derivative Security	D So B O at M	Number of Derivative Securities Seneficially Denet End of Aonth Instr.4)  11,111  1,111  10,000  50,000	10. Owner-ship Form of Derivative Security: Direct (I) or Indirect (I) D D D D	SEC 1474 (3
Title of Derivative Security (Instr. 3)  Employee Stock Option (right to buy)  Employee Stock Option (right to buy)	sion or Exercise Price of Deri- vative Security	Date (Month/ Day/	Code and Voluntary (V) Code (Instr.8)	Securit or Disp	er of Derivative ies Acquired (A losed (D) Of	(e.g., puts, calls,	(DE) Varies (2) Varies (3) Varies (5)	(ED)   (ED)   (ED)   (ED)   (1014/2006   02/23/2007   05/06/2009   08/31/2010	Title and Amount Dinderlying Securities (Instr. 3 and 4)  Common - 11,111  Common - 1,111  Common - 10,000  Common - 50,000	t of ities	of Derivative Security	D So B O at M	Number of Derivative Securities Seneficially Denet End of Aonth Instr.4)  11,111  1,111  10,000  50,000	10. Owner-ship Form of Derivative Security: Direct (I) or Indirect (I) D D D D	SEC 1474 (3
Employee Stock Option (right to buy)	sion or Exercise Price of Deri- vative Security  \$9.00  \$9.00  \$15.00  \$12.00	Date (Month/ Day/ Year)	Code and Voluntary (V) Code (Instr.B)	Securit or Disp	er of Derivative ies Acquired (A losed (D) Of	(e.g., puts, calls,	(DE) Varies (2) Varies (3) Varies (5)	(ED)   (ED)   (ED)   (ED)   (1014/2006   02/23/2007   05/06/2009   08/31/2010	T. Title and Amount	itites	of Derivative Security (Instr.5)	Do So B B B O O at at M M (I	Number of Derivative Securities Seneficially Denet End of Aonth Instr.4)  11,111  1,111  10,000  50,000	10. Owner-ship Form of Derivative Security: Direct (I) or Indirect (I) D D D D	SEC 1474 (3
Employee Stock Option (right to buy) Explanation of Responses:  * Intentional misstatements or omission. See 18 U.S.C. 1001 and 15 U.S.C. 7 ote: File three copies of this Form, one	sion or Exercise Price of Deri-vative Security S	Date (Month/ Day/ Year)  Federal Criminal V	Code and Voluntary (V) Code (Instr.8)  Code (V)  Code   V	Securit or Disp	er of Derivative ies Acquired (A losed (D) Of	(e.g., puts, calls,	(DE) Varies (2) Varies (3) Varies (5)	(ED)   (ED)   (ED)   (ED)   (1014/2006   02/23/2007   05/06/2009   08/31/2010	Title and Amount	re of Reporting Pers	of Derivative Security (Instr.5)	D So B O at M	Number of Derivative Securities Seneficially Denet End of Aonth Instr.4)  11,111  1,111  10,000  50,000	10. Owner-ship Form of Derivative Security: Direct (I) or Indirect (I) D D D D	SEC 1474 (3
imployee Stock Option (right to buy) imployee St	sion or Exercise Price of Deri- vative Security  \$9.00  \$9.00  \$9.00  \$15.00  \$12.00  \$16.00  \$15.00  \$15.00  \$15.00  \$15.00  \$15.00  \$15.00  \$15.00  \$15.00  \$15.00  \$15.00	Date (Month/ Day/ Year)  Federal Criminal V  annually signed. If	Code and Voluntary (V) Code (Instr.B)  Code   V	Securit or Disp	er of Derivative ies Acquired (A losed (D) Of	(e.g., puts, calls,	(DE) Varies (2) Varies (3) Varies (5)	(ED)   (ED)   (ED)   (ED)   (1014/2006   02/23/2007   05/06/2009   08/31/2010	T. Title and Amount	re of Reporting Pers	of Derivative Security (Instr.5)	Do So B B B O O at at M M (I	Number of Derivative Securities Seneficially Denet End of Aonth Instr.4)  11,111  1,111  10,000  50,000	10. Owner-ship Form of Derivative Security: Direct (I) or Indirect (I) D D D D	SEC 1474 (3
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## FOOTNOTE Descriptions for Alliance Data Systems Corporation ADS

Form 4 - September 2001

Carolyn S. Melvin 17655 Waterview Parkway

Dallas, TX 75252-8012

## Explanation of responses:

- (1) Includes 9,600 unvested shares of common stock pursuant to a restricted stock grant.
  (2) The option is exercisable for 2,500 shares on 1/31/97, 4,305 shares on 1/31/99, and 4,306 shares on 1/31/00.
  (3) The option is exercisable for 417 shares on each of 1/31/99 and 1/31/00, and for 277 shares on 1/31/01.
  (4) The option is exercisable for 2,500 shares on each of 1/31/100, 1/31/01 and 1/31/02.
  (5) The option is exercisable for 16,500 shares on each of 8/31/01 and 8/31/02, and for 17,000 shares on 8/31/03.
  (6) 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.