

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>MCINERNEY THOMAS E</u> (Last) (First) (Middle) <u>C/O WELSH, CARSON, ANDERSON AND STOWE</u> <u>320 PARK AVENUE, SUITE 2500</u> (Street) <u>NEW YORK NY 10022</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	11/01/2004		J ⁽¹⁾		1,630,000	D	(1)	16,160,349	I	By Welsh, Carson, Anderson & Stowe VIII, L.P. ⁽²⁾⁽⁴⁾
Common Stock	11/01/2004		J ⁽¹⁾		1,374,942	D	(1)	400,000	I	By Welsh, Carson, Anderson & Stowe VII, L.P. ⁽²⁾⁽⁴⁾
Common Stock	11/01/2004		J ⁽¹⁾		523,049	D	(1)	0	I	By Welsh, Carson, Anderson & Stowe VI, L.P. ⁽²⁾⁽⁴⁾
Common Stock	11/01/2004		J ⁽¹⁾		655,555	D	(1)	0	I	By WCAS Capital Partners III, L.P. ⁽²⁾⁽⁴⁾
Common Stock	11/01/2004		J ⁽¹⁾		268,398	D	(1)	0	I	By WCAS Capital Partners II, L.P. ⁽²⁾⁽⁴⁾
Common Stock	11/01/2004		J ⁽¹⁾		104	A	(1)	104	I	By WCAS Management Corporation ⁽³⁾⁽⁴⁾
Common Stock	11/01/2004		J ⁽¹⁾		23,541	A	(1)	205,669	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					

Explanation of Responses:

1. Distributions of shares by Welsh, Carson, Anderson & Stowe VIII, L.P., Welsh, Carson, Anderson & Stowe VII, L.P., Welsh, Carson, Anderson & Stowe VI, L.P., WCAS Capital Partners III, L.P. and WCAS Capital Partners II, L.P. to their respective partners.

2. The Reporting Person is a managing member or general partner of the respective sole general partners of the limited partnerships named in Footnote (1) above. Pursuant to Instruction (4)(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such limited partnership. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein, and/or that are not actually distributed to him.

3. The Reporting Person is one of several controlling stockholders of WCAS Management Corporation. Pursuant to Instruction (4)(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by such corporation. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein, and/or that are not actually distributed to him.

4. The Reporting Person also indirectly beneficially owns 75,526 shares held by the McNerney/Gabrielle Family Limited Partnership. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Remarks:

Jonathan M. Rather, Attorney-
in-Fact 11/03/2004

** 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.