

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* <b>BALLOU ROGER H</b>  (Last) (First) (Middle) <b>3075 LOYALTY CIRCLE</b>  (Street) <b>COLUMBUS OH 43219</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ALLIANCE DATA SYSTEMS CORP [ ADS ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>06/24/2019</b>	
	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	06/24/2019		A <sup>(1)</sup>		959	A	(1)	13,043 <sup>(2)</sup>	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:**

- The new grant is for 959 shares of common stock represented by restricted stock units. The restrictions on 100% of the shares will lapse on the earlier of (i) 6/23/29 or (ii) termination of the director's service on the Company's board of directors, but in any case not earlier than June 23, 2020.
- The total amount of securities beneficially owned includes: (a) 1,876 unrestricted shares; (b) 2,145 unvested restricted stock units granted 7/1/09; (c) 1,367 unvested restricted stock units granted 6/30/10; (d) 1,915 unvested restricted stock units granted 6/30/11; (e) 1,374 unvested restricted stock units granted 6/29/12; (f) 679 unvested restricted stock units granted 7/1/13; (g) 489 unvested restricted stock units granted 7/1/14; (h) 418 unvested restricted stock units granted 6/29/15; (i) 602 unvested restricted stock units granted 6/27/16; (j) 564 unvested restricted stock units granted 6/26/17; (k) 655 unvested restricted stock units granted 6/25/18; and (l) the new grant for 959 restricted stock units.

**Remarks:**

Cynthia L. Hageman, Attorney 06/26/2019  
in Fact

\*\* 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.