

ALLIANCE DATA SYSTEMS CORP
 Form 4
 November 03, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCINERNEY THOMAS E

2. Issuer Name and Ticker or Trading Symbol
 ALLIANCE DATA SYSTEMS CORP [ADS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2004

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

C/O WELSH, CARSON,
 ANDERSON AND STOWE, 320
 PARK AVENUE, SUITE 2500

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

NEW YORK, NY 10022

(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) | 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 11/01/2004 | | J ⁽¹⁾ | 1,630,000 | D | 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 | 400,000 | I | By Welsh, Carson, Anderson & Stowe VII, L.P. ⁽²⁾ ⁽⁴⁾ |

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| | | | | | | | | |
|--------------|------------|------------------|---------|---|---|---------|---|---|
| Common Stock | 11/01/2004 | J ⁽¹⁾ | 523,049 | D | Ⓛ | 0 | I | By Welsh, Carson, Anderson & Stowe VI, L.P. ⁽²⁾ ⁽⁴⁾ |
| Common Stock | 11/01/2004 | J ⁽¹⁾ | 655,555 | D | Ⓛ | 0 | I | By WCAS Capital Partners III, L.P. ⁽²⁾ ⁽⁴⁾ |
| Common Stock | 11/01/2004 | J ⁽¹⁾ | 268,398 | D | Ⓛ | 0 | I | By WCAS Capital Partners II, L.P. ⁽²⁾ ⁽⁴⁾ |
| Common Stock | 11/01/2004 | J ⁽¹⁾ | 104 | A | Ⓛ | 104 | I | By WCAS Management Corporation ⁽³⁾ ⁽⁴⁾ |
| Common Stock | 11/01/2004 | J ⁽¹⁾ | 23,541 | A | Ⓛ | 205,669 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

MCINERNEY THOMAS E
C/O WELSH, CARSON, ANDERSON AND STOWE
320 PARK AVENUE, SUITE 2500
NEW YORK, NY 10022

X

Signatures

Jonathan M. Rather,
Attorney-in-Fact

11/03/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (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.

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.

- (2) 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 McInerney/Gabrielle Family Limited Partnership. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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.