

Santillan Laura
 Form 4
 February 20, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Santillan Laura

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)
 7500 DALLAS PARKWAY, SUITE
 700

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2019

____ Director
 Officer (give title below) _____ Other (specify below)
 SVP, Chief Acctg. Officer

(Street)
 PLANO, TX 75024

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

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/15/2019		A ⁽¹⁾	762 A <u>(1)</u>	22,945	D	
Common Stock	02/15/2019		A ⁽²⁾	3,048 A <u>(2)</u>	25,993	D	
Common Stock	02/15/2019		F ⁽³⁾	318 D \$ 171.22	25,675	D	
Common Stock	02/19/2019		F ⁽³⁾	156 D \$ 174.28	24,980 ⁽⁴⁾ ⁽⁵⁾	D	

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

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performance-based restricted stock units granted 2/15/17; (e) 374 unvested units from an award of 557 time-based restricted stock units granted 2/15/18; (f) 1,134 unvested units from an award of 1,692 performance-based restricted stock units granted 2/15/18; (g) the new grant for 762 time-based restricted stock units; and (h) the new grant for 3,048 performance-based restricted stock units.

Based on the Company's EBT performance in 2018, 75.8% of the original award of 2,231 performance-based restricted stock units (5) granted 2/15/18, or 1,692 units, were earned. The restrictions will lapse with respect to 558 units on 2/18/20 and with respect to 576 units on 2/16/21, subject to continued employment by the Reporting Person on the remaining vesting dates.

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.