ALLIANCE DATA SYSTEMS CORP

Form 4

March 08, 2002

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION	OMB APPROVAL
[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Washington, D.C. 20549 **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** 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	OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. 0.5

| 1. Name and Address of Reporting Person*
 Scullion, John   W.

 (Last)   (First)   (Middle)

 17655 Waterview Parkway

 (Street)

 Dallas, TX   75252-8012

 (City)   (State)   (Zip) | 2. Issuer Name and Ticker or Trading Symbol
 Alliance Data Systems Corporation   ADS

 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for (Month/Year)
 February 2002

 5. If Amendment, Date of Original (Month/Year) | 6. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

 _____ Director _____
 10% Owner
 _____X_____ Officer _____
 Other

 Officer/Other Description   **President and CEO, The Loyalty Group**

 7. Individual or Joint/Group Filing (Check Applicable Line)

 X Individual Filing
 _ Joint/Group Filing |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common					35,000 (1)	D	

(over)

SEC 1474 (3-99)

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Form 4 (continued)

**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)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (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 Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code | V		(DE) | (ED)					
Employee Stock Option (right to buy)	$9.90			Varies (2) | 11/30/2008	Common - 83,333		83,333	D	
Employee Stock Option (right to buy)	$15.00			Varies (3) | 08/31/2010	Common - 80,000		80,000	D	
Employee Stock Option (right to buy)	$12.00			Varies (4) | 06/08/2011	Common - 74,715		74,715	D	

Explanation of Responses :

_____
_____

** Signature of Reporting Person
Date

Note: File three copies of this Form, one of
which must be manually signed. If space is
insufficient,
    See Instruction 6 for procedure.

**Attorney-in-Fact for
John W. Scullion**