

ALLIANCEBERNSTEIN HOLDING L.P.
Form 4
December 19, 2008

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 *
CASTRIES HENRI DE

2. Issuer Name and Ticker or Trading Symbol
ALLIANCEBERNSTEIN HOLDING L.P. [AB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
25, AVENUE MATIGNON
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2008

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Filed by mult. reporting pers.

PARIS, IO 75008
(City) (State) (Zip)

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

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		
Units <u>(1)</u>	12/17/2008		J ⁽²⁾		722,178	D	<u>(3)</u> 0	I ⁽⁴⁾	See Notes <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Units <u>(1)</u>	12/17/2008		J ⁽²⁾		722,178	A	<u>(3)</u> 722,178	I ⁽¹²⁾	See Notes <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>
Units <u>(1)</u>	12/17/2008		J ⁽²⁾		722,178	D	<u>(3)</u> 0	I ⁽¹²⁾	See Notes <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>

Units ⁽¹⁾	12/17/2008	J ⁽²⁾	722,178	A	⁽³⁾	722,178	I ⁽¹³⁾	See Notes <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(13)</u>
Units ⁽¹⁾						722,178	I ⁽¹⁴⁾	See Notes <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(14)</u>

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CASTRIES HENRI DE
25, AVENUE MATIGNON
PARIS, IO 75008

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DUVERNE DENIS
25, AVENUE MATIGNON
PARIS, IO 75008

Filed by mult. reporting pers.

MONY LIFE INSURANCE CO
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

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MONY LIFE INSURANCE CO OF AMERICA
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

LOUDINOT PARTICIPATIONS
39, RUE DU COLISEE
PARIS, IO 75008

Filed by mult. reporting pers.

AXA AMERICA HOLDINGS, INC.
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

Filed by mult. reporting pers.

CONDON CHRISTOPHER M
1290 AVENUE OF AMERICAS
NEW YORK, NY 10104

Filed by mult. reporting pers.

Signatures

Alvin H. Fenichel (See
Attachment A)

12/19/2008

__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) Units Representing Assignments of Beneficial Ownership of Limited Partnership Interests ("Units") in AllianceBernstein Holding L.P. ("Holding").
On December 17, 2008, these Units were transferred by ECMC, LLC ("ECMC") to Equitable Holdings LLC ("Equitable Holdings"), the sole member of ECMC. Upon receipt of these Units, Equitable Holdings immediately transferred these Units to AXA Equitable Life Insurance Company ("AXA Equitable"), the sole member of Equitable Holdings.
- (2) Not applicable.
- (3) These Units are owned directly by ECMC, an indirect wholly owned subsidiary of AXA Financial, Inc. ("AXF").
AXA indirectly owns all of the common stock (the "Common Stock") of AXF, which is the direct and indirect beneficial owner of the Units covered by this Form 4. As of December 31, 2007, AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle (collectively, the "Mutuelles AXA"), directly and indirectly owned approximately 14.48% of the issued ordinary shares (representing approximately 20.84% of the voting power) of AXA. The Mutuelles AXA, and AXA expressly declare that the filing of this Form 4 shall not be construed as an admission that any of them is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of any securities covered by this Form 4.
- (4) AXA has deposited its shares of Common Stock into a voting trust. AXA will remain the indirect beneficial owner of such Common Stock, but during the term of the voting trust, the AXA Voting Trustees will exercise all voting rights with respect to the Common Stock. Accordingly, the AXA Voting Trustees may be deemed to beneficially own the securities covered by this Form 4. The AXA Voting Trustees expressly declare that the filing of this Form 4 shall not be construed as an admission that any of them is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of any securities covered by this Form 4.
- (5) In addition to the Units reported in this Form 4, the Reporting Persons beneficially own units ("AB Units") of limited partnership interest in AllianceBernstein L.P. ("AllianceBernstein") as follows. As of the close of business on December 17, 2008, A.C.M.C., Inc. ("A.C.M.C.") beneficially owned directly 66,220,822 AB Units; AXA Equitable, 49,264,877 AB Units; AXA Financial (Bermuda) Ltd., 40,861,854 AB Units; MONY Life, 4,389,192 AB Units; MLOA, 1,225,000 AB Units; and AllianceBernstein Corporation, a wholly-owned subsidiary of AXA Equitable, owned a 1% general partnership interest in AllianceBernstein and 100,000 units of general partnership interest in Holding.
- (6) On December 17, 2008, AXF contributed 40,861,854 AB Units to AXA Equitable Financial Services, LLC ("AXFS"), a wholly-owned subsidiary of AXF, which immediately contributed the 40,861,854 Units to AXA Financial (Bermuda) Ltd, a wholly-owned subsidiary of AXFS. Separately, on December 17, 2008, ECMC, LLC transferred 40,880,637 AB Units to Equitable Holdings, LLC, its sole member, which immediately transferred the 40,880,637 AB Units to AXA Equitable, its sole member.
- (7)
- (8)

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- (9) For more information on the Reporting Persons' holdings of AB Units, see their separate Form 4 filings with respect to AB Units.
- The AB Units are highly illiquid, and the ability of a holder of AB Units to exchange them in the future for Units if it so desires is substantially limited. In general, transfers of AB Units will be allowed only with the written consent of both AXA Equitable and the general partner of AllianceBernstein. AXA Equitable and the general partner of AllianceBernstein have stated that they intend to refuse to consent to any transfer that is not described in the safe harbors set forth in the United States Treasury regulations.
- (10) As used in this Form 4, "MONY Life" refers to MONY Life Insurance Company; and "MLOA" refers to MONY Life Insurance Company of America. AXA Equitable, MONY Life and MLOA are indirect wholly owned subsidiaries of AXF.
- (11) These Units are owned directly by Equitable Holdings.
- (12) These Units are directly owned by AXA Equitable.
- (13) These Units are directly owned by APMC, an indirect wholly owned subsidiary of AXF.

Remarks:

This is one of two Forms 4 reporting this transaction filed today by multiple reporting persons. See Attachment A filed as an I

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.