

ALLIANCEBERNSTEIN HOLDING L.P.
 Form 4
 May 12, 2006

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 *
 MANLEY MARK R

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/10/2006

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 SVP and Deputy General Counsel

C/O ALLIANCEBERNSTEIN L.P., 1345 AVENUE OF THE AMERICAS

(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 10105

(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) | (A) or (D) | 5. Amount or Price | 6. 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) |
|---|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| units rep. assign. of ben. own. of lp interests (1) | 05/10/2006 | | M | 6,000 | A | \$ 26.3125 | 46,603 | D | |
| Holding Units | 05/10/2006 | | M | 8,000 | A | \$ 30.25 | 54,603 | D | |
| Holding Units | 05/10/2006 | | S | 6,300 | D | \$ 68.9775 | 48,303 | D | |

| | | | | | | | |
|---------------|------------|---|--------|---|------------|------------|---|
| | | | | | (2) | | |
| Holding Units | 05/11/2006 | S | 12,700 | D | \$ 67,5382 | 35,709 (5) | 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee unit option (right to buy) | \$ 26.3125 | 05/10/2006 | | M | 6,000 | 12/10/2003 ⁽³⁾ 12/10/2008 | Holding Units | 6,000 | |
| Employee unit option (right to buy) | \$ 30.25 | 05/10/2006 | | M | 8,000 | 12/06/2004 ⁽⁴⁾ 12/06/2009 | Holding Units | 8,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MANLEY MARK R C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | | | SVP and Deputy General Counsel | |

Signatures

/s/ Mark R.
Manley

05/12/2006

__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 in AllianceBernstein Holding L.P. ("Holding Units")
- (2) Reporting Person sold 6,300 Holding Units at prices ranging from \$68.38 to \$69.58. The price set forth in the table is the weighted average of his sales at these prices.
- (3) The option vested in 20% increments on each of December 10, 1999, 2000, 2001, 2002, and 2003.
- (4) The option vested in 20% increments on each of December 6, 2000, 2001, 2002, 2003, and 2004.
- (5) Total includes 106 Holding Units acquired through distribution reinvestment under an employee deferred compensation plan.

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.