## Edgar Filing: Cohen Lawrence H - Form 4

December 11, 2007  FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Securitor 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935, Section 17(a) of the Public Utility Holding Company Act of 1936 Section 17(a) of the Public Utility Holding Company Act of 1936 Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 2 Support Cohen Lawrence H Symbol ALLIANCEBERNSTEIN HOLDING L.P. [AB] (Last) (First) (Month/Day/Year) (Last) (First) (Month/Day/Year) (Last) (First) (Month/Day/Year) (City) (State) (Zip) Table 1 - Non-Derivative Securities Advanced, or Beeptring Person (City) (State) (Zip) Table 1 - Non-Derivative Securities S. Amount of Securities S	Cohen Law: Form 4	rence H									
Check this box if no longer subject to Section 16. Form 4 or section 16. Form 4 or set or 16. Form 5 or set or 17(a) of the Public Utility Holding Company Act of 1935, or Section 17(a) of the Public Utility Holding Company Act of 1935, or Section 17(a) of the Public Utility Holding Company Act of 1935, or Section 17(b).       OMB Expires: 3285-0287 2000 Section 16. Sec URITIES         1. Name and Address of Reporting Person 1 (b).       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         1. Name and Address of Reporting Person 2 (Last)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Due of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Due of Earliest Transaction (Month/Day/Year)       0. Executive Vice President         (City)       (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) - 2. Form filed by More Reporting Person Form: Direct Time to Mone Reporting Person Form: Direct Time to Mone Acportant One Reporting Person Form: Direct Time to Mone than One Reporting Person Form: Direct Time time to Mone than One Reporting Person         (City)       (State)       (Zip)	December 1	1, 2007									
if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section avy continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person <sup>±</sup> . Cohen Lawrence H (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) LP, 1345 AVENUE OF THE AMERICAS (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (City) (State) (Zip) Table 1- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. (City) (State) (Zip) Table 1- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. (City) (State) (Zip) Table 1- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. (City) (State) (Zip) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 3) and 4) (A) (Code V Amount (D) Price		UNITED	STATES					E COMMISSION	N OMB		
1. Name and Address of Reporting Person 1       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Director       10% Owner         C/O ALLIANCEBERNSTEIN L.P., 1345 AVENUE OF THE AMERICAS       12/07/2007       Corrector       10% Owner         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         NEW YORK, NY 10105       Table 1 - Non-Derivative Securities       Acquired, Disposed of, or Beneficially Owned         (City)       (State)       (Zip)       TransactionAcquired (A) or Code Disposed of (D) or Indirect       6. Ownership form: Direct Beneficially Owned         1.Title of Security       2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)       3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) or Indirect Beneficially       6. Ownership form: Direct Beneficially Owned (D) or Montership (Instr. 4)         (A)       TransactionAcquired (A) or Code V Amount (D)       Form Code V Amount (D)       Form: Code V Amount (D)	if no lor subject Section Form 4 Form 5 obligation may cor <i>See</i> Inst	nger to 16. or Filed pu ons stinue.	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> 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						Estimated burden hou response	Expires:January 31Estimated averageburden hours perresponse0.5	
Cohen Lawrence H       Symbol       Issuer         ALLIANCEBERNSTEIN HOLDING L.P. [AB]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       [Check all applicable]         C/O ALLIANCEBERNSTEIN L.P., 1345 AVENUE OF THE AMERICAS       12/07/2007       [Check all applicable]       [Officer (give title below) below)       [Officer (give title below) Executive Vice President         NEW YORK, NY 10105       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X. Form filed by One Reporting Person Form filed by One Reporting Person Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities       5. Amount of Security       6. Ownership Form: Direct       7. Nature of Form: Direct         1.Title of Security       2. Transaction Date (Month/Day/Year)       3.       4. Securities Code       5. Amount of Disposed of (D) Beneficially       6. Ownership Form: Direct       7. Nature of Indirect         (Instr. 3)       Execution Date, if any       3.       4. Securities Code       5. Amount of Disposed of (D) Beneficially       6. Ownership Following       7. Nature of Indirect         (A) Code       Disposed of (D) Following       Gownership Following       (Instr. 4)       (Instr. 4)       (Instr. 4)       (Instr. 4) <td>(Print or Type</td> <td>Responses)</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	(Print or Type	Responses)									
C/O ALLIANCEBERNSTEIN L.P., 1345 AVENUE OF THE AMERICAS       12/07/2007       Image: Construct of the construction o				Symbol ALLIANCEBERNSTEIN			Issuer				
Filed(Moth/Day/Year)       Applicable Line, _X_ Form filed b One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities       Applicable Line, _X_ Form filed b One Reporting Person       Derivative Securities         1. Title of Security, Instr. 3)       2. Transaction Date, IMAN/Day/Year       2A. Deemed Execution Date, IMAN/Day/Year       3.       4. Securities       5. Amount of One Reporting Person       6. Ownership       7. Nature of Disposed of (D) (Instr. 8)       1. Securities       5. Amount of Securities Beneficially (D) or Indirect       8. Ownership (D) or Indirect       7. Nature of Disposed of (D) (Instr. 8)       1. Securities (Instr. 3, 4 and 5)       6. Ownership (Instr. 4)       7. Nature of Code (D) (Instr. 8)       6. Ownership (Instr. 4)       7. Nature of Securities (D) or Indirect       8. Securities (D) owned (I) (D) owned (I)       1. Securities (D) owned (I)<	C/O ALLIA L.P., 1345	ANCEBERNSTE AVENUE OF TH	IN	(Month/	Day/Year)	ransaction		Officer (giv below)	ve title Oth below)	er (specify	
(City)(State)(Zip)Tabe - securities securitie	I			-			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         0.       0.       0.       0.       0.       0.       0.       0.         0.       0.       0.       0.       0.       0.       0.       0.         0.       0.       0.       0.       0.       0.       0.       0.         0.       0.       0.       0.       0.       0.       0.       0.       0.         0.	(City)	(State)	(Zip)	Tal	ole I - Non-l	Derivative	Securities .		of, or Beneficia	lly Owned	
	Security		Execution any	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4	ies (A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
	Reminder: Re	port on a separate lin	e for each cla	ass of sec							

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: Cohen Lawrence H - Form 4

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Employee unit option (right to buy)	\$ 80.46	12/07/2007		A	15,038	12/07/2008(1)	12/07/2017	Holding Units (3)	15,03
Employee unit option (right to buy)	\$ 80.46	12/07/2007		A	26,179	12/07/2013 <u>(2)</u>	12/07/2018	Holding Units $(3)$	26,17

## **Reporting Owners**

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		
Cohen Lawrence H C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105			Executive Vice President			
Signatures						
/s/ Adam Spilka, by 12/	11/2007					

## **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) The option vests in 20% increments on each of December 7, 2008, 2009, 2010, 2011 and 2012.

Date

- (2) The option vests in 20% increments on each of December 7, 2013, 2014, 2015, 2016 and 2017.
- (3) Units representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding L.P.

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.

prw. att'y

\*\*Signature of Reporting Person