MAYER MARC O Form 4/A January 08, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

See Instruction 1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * MAYER MARC O			2. Issuer Name and Ticker or Trading Symbol ALLIANCEBERNSTEIN HOLDING L.P. [AB]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	O ALLIANCEBERNSTEIN P., 1345 AVENUE OF THE			3. Date of Earliest Transaction (Month/Day/Year) 12/19/2008				Director 10% Owner Sofficer (give title Other (specify below) below) Executive Vice President			
NEW YORK,		4. If Amendment, Date Original Filed(Month/Day/Year) 12/23/2008				Applicable Line) _X_ Form filed by	_X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	Year) Exec	Deemed ution Date, if hth/Day/Year)	3. Transaction Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D)	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)		
units rep. assignments of beneficial owner. of lp interests (1)							12,570 (2)	D			
Holding Units (1)							56,896 <u>(2)</u>	I	by rabbi trust		

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

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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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units (3)	\$ 18.349 (4) (5) (6)	12/19/2008		J(4)(5)	8	8,160,000 (7)	(4)(6)	(4)(6)	Holding Units (1)	8,160,000 (7)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MAYER MARC O C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105

Executive Vice President

Signatures

/s/ Laurence E. Cranch, by pwr. att'y

01/08/2009

**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) On December 1, 2008, 10,675 Holding Units previously owned by Reporting Person through a rabbi trust under an employee deferred compensation plan were distributed to him.
- (3) Units of limited partnership interest in AllianceBernstein L.P. ("Units")
- (4) AXA Financial, Inc. ("AXF") entered into a purchase agreement with SCB Inc. (f/k/a Sanford C. Bernstein Inc., "SCB") and AllianceBernstein L.P. ("AllianceBernstein"), dated as of June 20, 2000 (the "Purchase Agreement"), pursuant to which AXF granted SCB the right, beginning on the second anniversary of the closing of AllianceBernstein's acquisition of substantially all of the assets and liabilities of SCB (the "Acquisition"), to cause AXF (or its designee) to purchase Units received by SCB as part of the consideration for the Acquisition (in the aggregate, such Units are referred to herein as the "Equity Consideration"). This right is exercisable no more than once annually during each of the eight years following the second anniversary of the closing of the Acquisition (October 2, 2000), in an

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amount not to exceed 20% of the Units paid to SCB as part of the Equity Consideration per year and subject to deferral under certain circumstances.

- On December 19, 2008, SCB and SCB Partners Inc. ("Partners"), a wholly-owned subsidiary of SCB, delivered a notice to AXF stating that they were exercising their right to sell the final 8,160,000 Units to AXF (or its designee) under the Purchase Agreement. The purchase price for each Unit is \$18.349, which is, as provided by the Purchase Agreement, the average of the closing prices of a Holding
- (5) Unit as quoted on the New York Stock Exchange composite tape for the ten trading days ending on December 29, 2008, the fifth trading day following the December 19, 2008 exercise date. The settlement of the sale to AXA America Holdings, Inc., AXF's designee, took place on January 6, 2009. Following the settlement of the sale, each of SCB, SCB Partners Inc. and Reporting Person no longer own any Units.
 - Prior to SCB and Partners exercising the remaining portion of their put option, their Units were exchangable for Holding Units upon the satisfaction of a number of conditions, including: (i) the issuance of Holding Units must have been exempt from registration pursuant to the Securities Act of 1933, as amended, and AllianceBernstein Holding L.P. ("Holding") must have received any necessary representations, opinions or other documentation in connection with such issuance; (ii) the issuance of the Holding Units must have been permissible under the terms of the Amended and Restated Agreement of Limited Partnership of Holding, dated as October 29, 1999 (and
- (6) permissible under the terms of the Amended and Restated Agreement of Limited Partnership of Holding, dated as October 29, 1999 (and as amended February 24, 2006); (iii) AXA Equitable Life Insurance Company ("AXA Equitable") must have consented to the transfer (which AXF, AXA Equitable's indirect parent, had agreed to cause AXA Equitable to do); and (iv) SCB must have provided an outside legal opinion, reasonably satisfactory to AllianceBernstein, stating that the exchange of Units for Holding Units constitutes a "block transfer" under applicable U.S. Treasury Regulations. As a result of the transaction described in the footnote above, SCB, Partners and Reporting Person will no longer own any Units, making any exchange of their Units for Holding Units impossible.
- (7) Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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

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