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ALLIANCEBERNSTEIN HOLDING L.P.

Form 4

January 29, 2008

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SANDERS LEWIS A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ALLIANCEBERNSTEIN HOLDING L.P. [AB]

(Check all applicable)

Chairman & CEO

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year) 01/25/2008

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10105

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

(2)

Securities Beneficially Owned Following Reported

7. Nature of Indirect Ownership Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I)

(A) or Price (D)

Transaction(s) (Instr. 3 and 4)

(Instr. 4)

units rep. assignments

interests (1)

of beneficial 01/25/2008 owner. of lp

A

Code V

264,095

 $264,095 \stackrel{(2)}{=}$ 63.42

D

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	Expiration Date		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	TT:41	or		
						Exercisable	Date	Title	Number		
				G 1 17	(1) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
SANDERS LEWIS A C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X		Chairman & CEO				

Signatures

/s/ David Lesser, by
pwr. att'y

**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")

Reporting Person notionally invested a portion of his 2007 deferred compensation award under his employment agreement in Holding Units. In so doing, he may be deemed to have acquired 264,095 Holding Units. These Holding Units are held in a rabbi trust until they are distributed to Reporting Person. Seventy-five percent of the Holding Units vest (restrictions on Reporting Person's ability to sell the Holding Units lapse) on December 1, 2008; twenty-five percent of the Holding Units vest on December 1, 2009. For additional information about Reporting Person's employment agreement, see Exhibit 99.01 to Form 8-K filed by AllianceBernstein on December 20, 2007.

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.

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