

Weisenseel John C
 Form 3
 May 22, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Weisenseel John C</p> <p>(Last) (First) (Middle)</p> <p>C/O ALLIANCEBERNSTEIN L.P.,Â 1345 AVENUE OF THE AMERICAS</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10105</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/14/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ALLIANCEBERNSTEIN HOLDING L.P. [AB]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP and CFO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | |
| | | | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Units rep. assignments of beneficial owner. of lp interests <u>(1)</u> | 69,629 <u>(2)</u> <u>(3)</u> | I | by rabbi trust under employee incentive compensation award program |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| (Month/Day/Year) | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------|-----------------------------------|---|--|------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Weisenseel John C C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | Â | Â | Â SVP and CFO | Â |

Signatures

/s/ John C. Weisenseel 05/21/2012

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 was granted an award of 69,629 Holding Units in connection with joining AllianceBernstein on May 14, 2012 ("Hire Date"). He therefore may be deemed as having acquired 69,629 Holding Units. Reporting Person's Holding Units are held in a rabbi trust under AllianceBernstein's incentive compensation award program until they vest and are distributed to Reporting Person. The award vests ratably on each of December 1, 2012, 2013, 2014 and 2015.
- (2) The number of Holding Units was determined by dividing \$1,000,000 by the average closing price of a Holding Unit as reported for New York Stock Exchange composite transactions for the period covering the four trading days immediately preceding the Hire Date, the Hire Date and the five trading days immediately following the Hire Date, and rounding up to the nearest whole number.
- (3)

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.