

MASTERS SETH J
Form 4
December 23, 2008

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 *
MASTERS SETH J

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)
12/19/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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)	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 Ownership (Instr. 4)
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾				(A) or (D) Price	56,141 ⁽²⁾	D	
Holding Units ⁽¹⁾					16,711 ⁽²⁾	I	by rabbi trust

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

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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)			
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units ⁽³⁾	⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾	12/19/2008		J ⁽⁴⁾⁽⁵⁾		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

MASTERS SETH J
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

12/23/2008

 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, 8,943 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 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 8,160,000 Units to AXF (or its designee) under the Purchase Agreement. As provided in the Purchase Agreement, the purchase price for each such Unit will be the average of the closing prices of a unit representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding L.P. (NYSE: AB) as quoted on the New York Stock

- (5) Exchange composite tape for the ten trading days ending on December 29, 2008, the fifth trading day following the December 19, 2008 exercise date. While the purchase price will not be determined until December 29, 2008, and the settlement date will be subsequent to that date, the Reporting Person is filing this form to report AXF's receipt, on December 19, 2008, of SCB's notice of exercise of its right to sell. Upon the purchase by AXF (or its designee) of all of the Units in respect of which SCB and Partners delivered the exercise notice, each of SCB, Partners and Reporting Person will not own any Units.

Prior to SCB and Partners exercising the remaining portion of their put option, their Units were exchangeable 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 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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