

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.

SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOSEPH ROBERT H JR C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105			Chief Financial Officer	

Signatures

/s/ Mona Bhalla, by
pwr. att'y 12/17/2009

**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")
The price set forth in the table is the closing price of a Holding Unit as reported for composite transactions on the New York Stock Exchange on December 7, 2009, the date the award was granted by the Compensation Committee of the Board of Directors of AllianceBernstein Corporation. This form was not filed within 48 hours of grant date because award amounts were not calculated and communicated to award recipients until the week of December 14, 2009.
- (2) Reporting Person's 2009 incentive compensation award was notionally converted into Holding Units. He therefore may be deemed to have acquired 15,339 Holding Units. These Holding Units are held in a rabbi trust under the incentive compensation award program until they are distributed to Reporting Person. The award vests (subject to various agreements and covenants set forth in the award agreement)

Edgar Filing: JOSEPH ROBERT H JR - Form 4

in equal annual increments on each of December 1, 2010, 2011, 2012 and 2013.

- (4) On December 1, 2009, 3,818 Holding Units previously owned by Reporting Person through a rabbi trust under an incentive compensation award program were distributed to him.
- (5) On January 31, 2009, 4,200 Holding Units previously owned by Reporting Person through a rabbi trust under an incentive compensation award program were distributed to him.
- (6) Total includes 3,505 Holding Units acquired through quarterly distribution reinvestment.

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.