

HOWARD JOHN B
Form 4
December 20, 2010

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 *
HOWARD JOHN B

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)
12/10/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Chief Financial Officer

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⁾ | 12/10/2010 | | A | V | 163,243 ⁽²⁾ \$ 23.72 ⁽³⁾ | 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.

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOWARD JOHN B C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | | | SVP & Chief Financial Officer | |

Signatures

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

12/20/2010

**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's 2010 incentive compensation award was made in the form of 57,847 Holding Units. In addition, Reporting Person was granted, in accordance with the terms and conditions of our incentive compensation award program, an additional award of 105,396 Holding Units as replacement equity for awards he forfeited upon joining AllianceBernstein. He therefore may be deemed to have acquired 163,243 Holding Units. Reporting Person's Holding Units are held in a rabbi trust under the incentive compensation award program until they vest and are distributed to Reporting Person. The awards vest (subject to various agreements and covenants set forth in the award agreement) in equal annual increments on each of December 1, 2011, 2012, 2013 and 2014.
- (2) Holding Units as replacement equity for awards he forfeited upon joining AllianceBernstein. He therefore may be deemed to have acquired 163,243 Holding Units. Reporting Person's Holding Units are held in a rabbi trust under the incentive compensation award program until they vest and are distributed to Reporting Person. The awards vest (subject to various agreements and covenants set forth in the award agreement) in equal annual increments on each of December 1, 2011, 2012, 2013 and 2014.
- (3) The price reflected in the table is the closing price of a Holding Unit as reported for New York Stock Exchange composite transactions on December 10, 2010, the date the award was approved by the Compensation Committee ("Committee") of the Board of Directors of AllianceBernstein Corporation. This form was not filed within 48 hours of the grant date because, on that date, the Committee authorized

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our Chief Executive Officer to finalize the exact amount of the award at a later date; our CEO finalized the award on December 16, 2010.

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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