

FINAXA ET AL
Form 4
December 05, 2005

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 *
FINAXA ET AL

2. Issuer Name and Ticker or Trading Symbol
ALLIANCE CAPITAL MANAGEMENT HOLDING LP [AC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) X Other (specify below)

Filed by mult. reporting pers.

(Last) (First) (Middle)
23, AVENUE MATIGNON
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

PARIS, IO 75008
(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Units ⁽¹⁾ | | | | (A) or (D) | 722,178 | I ⁽²⁾ | See Notes ⁽²⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁸⁾ |
| Units ⁽¹⁾ | | | | (A) or (D) | 722,178 | I ⁽⁹⁾ | See notes ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁸⁾ ⁽⁹⁾ |

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

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SEC 1474 (9-02)

number.

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FINAXA ET AL
23, AVENUE MATIGNON
PARIS, IO 75008

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BEBEAR CLAUDE
25, AVENUE MATIGNON
PARIS, IO 75008

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CASTRIES HENRI DE
25, AVENUE MATIGNON
PARIS, IO 75008

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DUVERNE DENIS
25, AVENUE MATIGNON
PARIS, IO 75008

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MONY HOLDINGS LLC
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

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MONY LIFE INSURANCE CO
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

Filed by mult. reporting pers.

MONY LIFE INSURANCE CO OF AMERICA
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

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Filed by mult. reporting pers.

OUDINOT PARTICIPATIONS
39, RUE DU COLISEE
PARIS, IO 75008

AXA AMERICA HOLDINGS, INC.
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

Filed by mult. reporting pers.

Signatures

Alvin H. Fenichel (See
Attachment A)

12/05/2005

__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.
- (2) These securities are directly owned by APMC, Inc. ("APMC"), an indirect wholly-owned subsidiary of AXA Financial, Inc. ("AXA Financial").
- (3) AXA indirectly owns all of the common stock (the "Common Stock") of AXA Financial, which is the direct and indirect beneficial owner of the securities covered by this Form 4. As of November 30, 2005, the Mutuelles AXA, as a group, directly and indirectly (through Finaxa) owned approximately 20.34% of the issued ordinary shares (representing approximately 32.20% of the voting power) of AXA. The Mutuelles AXA, Finaxa and AXA expressly declare that the filing of this Form 4 shall not be construed as an admission that any of them is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of any securities covered by this Form 4.
- (4) AXA has deposited its shares of Common Stock into a voting trust. AXA will remain the indirect beneficial owner of such Common Stock, but during the term of the voting trust, the AXA Voting Trustees will exercise all voting rights with respect to the Common Stock. Accordingly, the AXA Voting Trustees may be deemed to beneficially own the securities covered by this Form 4. The AXA Voting Trustees expressly declare that the filing of this Form 4 shall not be construed as an admission that any of them is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of any securities covered by this Form 4.
- (5) In addition to the units ("Holding Units") representing assignments of beneficial ownership of limited partnership interests in Alliance Capital Management Holding L.P. ("Holding") reported in this Form 4, the Reporting Persons beneficially own units ("Capital Units") of limited partnership interest in Alliance Capital Management L.P. ("Capital") as follows. As of December 1, 2005, AXA Financial beneficially owned directly 32,699,454 Capital Units; APMC, 66,220,822 Capital Units; ECMC, LLC, 40,880,637 Capital Units; AXA Equitable Life Insurance Company ("AXA Equitable"), 8,165,204 Capital Units; MONY Life Insurance Company ("MONY Life"), 4,389,192 Capital Units; MONY Life Insurance Company of America ("MLOA"), 1,225,000 Capital Units; and Alliance Capital Management Corporation, a wholly-owned subsidiary of AXA Equitable, owned a 1% general partnership interest in Capital and 100,000 units of general partnership interest in Holding.
- (6) AXA Equitable entered into a Purchase Agreement dated as of December 1, 2005 with an unaffiliated third party pursuant to which AXA Equitable agreed to purchase 400,000 Capital Units from such third party. The purchase price for each of the Capital Units whose acquisition is being reported on this Form 4 is \$51.80 per Capital Unit, which is 95% of the volume-weighted average price for a Holding Unit as quoted on the New York Stock Exchange composite tape on November 30, 2005.
- (7) For more information on the Reporting Persons' holdings of Capital Units, see their separate Form 4 filings with respect to Capital Units.
- (8) The Capital Units are highly illiquid, and the ability of a holder of Capital Units to exchange them in the future for Holding Units if it so desires is substantially limited. In general, transfers of Capital Units will be allowed only with the written consent of both AXA Equitable and the general partner of Capital. AXA Equitable and the general partner of Capital have stated that they intend to refuse to consent to any transfer that is not described in the safe harbors set forth in the United States Treasury regulations.
- (9) These securities are directly owned by ECMC, LLC, an indirect wholly-owned subsidiary of AXA Financial.

Remarks:

This is one of two Forms 4 reporting this transaction filed today by multiple reporting persons. See Attachment A filed as an I

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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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