

CONDON CHRISTOPHER M
 Form 4/A
 January 08, 2009

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 *
 CASTRIES HENRI DE

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)
 25, AVENUE MATIGNON
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/19/2008

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 Filed by mult. reporting pers.

PARIS, IO 75008
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/23/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Units ⁽¹⁾ | | | | | 722,178 | I ⁽²⁾ | See Notes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(11)</u> |
| Units ⁽¹⁾ | | | | | 722,178 | I ⁽¹⁰⁾ | See Notes <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| CASTRIES HENRI DE 25, AVENUE MATIGNON PARIS, IO 75008 | | | | Filed by mult. reporting pers. |
| DUVERNE DENIS 25, AVENUE MATIGNON PARIS, IO 75008 | | | | Filed by mult. reporting pers. |
| 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 | | | | Filed by mult. reporting pers. |
| LOUDINOT PARTICIPATIONS 39, RUE DU COLISEE PARIS, IO 75008 | | | | Filed by mult. reporting pers. |
| CONDRON CHRISTOPHER M 1290 AVENUE OF AMERICAS NEW YORK, NY 10104 | | | | Filed by mult. reporting pers. |

Signatures

Alvin H. Fenichel (See
Attachment A)

01/08/2009

__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 ("Units") in AllianceBernstein Holding L.P. ("Holding").
- (2) These Units are directly owned by APMC, Inc. ("APMC"), an indirect wholly-owned subsidiary of AXA Financial, Inc. ("AXA Financial").
- AXA indirectly owns all of the common stock (the "Common Stock") of AXA Financial. Additionally, AXA indirectly owns all of the common stock of AXA America Holdings, Inc. ("AXA America"), a holding company for a group of insurance and related financial services companies, including AXA Financial and its subsidiaries. As of December 19, 2007, AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle (collectively, the "Mutuelles AXA"), directly and indirectly owned approximately 14.48% of the issued ordinary shares (representing approximately 20.84% of the voting power) of AXA. The Mutuelles AXA and AXA expressly declare that the filing of this Form 4 shall not be construed as an admission that either 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.
- (3) 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. By reason of the voting trust and their relationship with AXA and the Mutuelles AXA, 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.
- (4) In addition to the Units reported in this Form 4, the Reporting Persons beneficially own units of limited partnership interests ("AB Units") in AllianceBernstein L.P. ("AllianceBernstein") as follows. As of January 8, 2009, APMC beneficially owned directly 66,220,822 AB Units; AXA Equitable, 29,100,290 AB Units; AXA Financial (Bermuda) Ltd., 57,211,519 AB Units; AXA America, 8,160,000 AB Units; MONY Life, 6,841,642 AB Units; MLOA, 2,587,472 AB Units; and AllianceBernstein Corporation, a wholly-owned subsidiary of AXA Equitable, owned a 1% general partnership interest in AllianceBernstein and 100,000 units of general partnership interest in Holding.
- (5) AXA Financial entered into a purchase agreement with SCB Inc. (f/k/a Sanford C. Bernstein Inc.) ("SCB") and AllianceBernstein, dated as of June 20, 2000 (the "Purchase Agreement"), pursuant to which it 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 AXA Financial (or its designee) to purchase AB Units received by SCB as part of consideration for the Acquisition (in the aggregate, such AB 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 amount not to exceed 20% of the AB Units paid to SCB as part of the Equity Consideration per year and subject to deferral under certain circumstances.
- (6) On December 19, 2008, SCB and SCB Partners Inc. delivered a notice to AXA Financial stating that it was exercising its right to sell the final 8,160,000 AB Units to AXA Financial (or its designee) under the Purchase Agreement. The purchase price for each AB Unit is \$18.349, which is, as provided by the Purchase Agreement, the average of the closing prices of a Holding Unit as quoted on the New York Stock Exchange composite tape for the ten trading days ending on December 29, 2008, the fifth trading day following the December 19, 2008 exercise date. The settlement of the sale to AXA America, AXA Financial's designee, took place on January 6, 2009. Following the settlement of the sale, each SCB and SCB Inc. no longer own any AB Units.
- (7) For more information on the Reporting Persons' holdings of AB Units, see their separate Form 4 filings with respect to AB Units
- (8) The AB Units are highly illiquid, and the ability of a holder of AB Units to exchange them in the future for Holding Units if it so desires is substantially limited. In general, transfers of AB Units will be allowed only with the written consent of both AXA Equitable and the general partner of AllianceBernstein. AXA Equitable and the general partner of AllianceBernstein 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 Units are directly owned by AXA Equitable.
- (10)
- (11)

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As used in this Form 4, "AXA Equitable" refers to AXA Equitable Life Insurance Company; "MONY Life" refers to MONY Life Insurance Company; and "MLOA" refers to MONY Life Insurance Company of America. AXA Equitable, MONY Life and MLOA are indirect wholly owned subsidiaries 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

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.