CONDRON CHRISTOPHER M
Form 4
January 02, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CASTRIES HENRI DE

(Last) (First) (Middle)

25, AVENUE MATIGNON

(Street)

PARIS, I0 75008

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ALLIANCEBERNSTEIN HOLDING L.P. [AB]

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2008

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

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.

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Units (1)								722,178	I (2)	See Notes (2) (3) (4) (5) (6) (7) (8) (9) (11)
Units (1)								722,178	I (10)	See Notes (3) (4) (5) (6) (7) (8) (9) (10) (11)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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, I0 75008				Filed by mult. reporting pers.
DUVERNE DENIS 25, AVENUE MATIGNON PARIS, I0 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.
OUDINOT PARTICIPATIONS 39, RUE DU COLISEE PARIS, I0 75008				Filed by mult. reporting pers.
AXA AMERICA HOLDINGS, INC. 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104				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)	01/02/2009
**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 ACMC, Inc. ("ACMC"), 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 December 31, 2007, AXA 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.
(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 wth 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)	On December 30, 2008, AXA Equitable sold an aggregate of 20,164,587 AB Units consisting of the sale of (i) 16,349,665 AB Units to AXA Bermuda, (ii) 2,452,450 AB Units to MONY Life and (iii) 1,362,472 AB Units to MLOA at a price of $18.349 per AB Unit. The purchase price for the AB Units is equal to 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.
(6)	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 2, 2009, ACMC beneficially owned directly 66,220,822 AB Units; AXA Equitable, 29,100,290 AB Units; AXA Financial (Bermuda) Ltd., 57,211,519 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.
(7)	Does not include 8,160,000 AB Units that AXA Financial (or its designee) is expected to purchase in January 2009 pursuant to the Purchase Agreement by and among AXA Financial, SCB Inc. and AllianceBernstein. For more information regarding this purchase, please see the separate Form 4 filings, which were filed with the Securities and Exchange Commission on December 23, 2008.
(8)	For more information on the Reporting Persons' holdings of AB Units, see their separate Form 4 filings with respect to AB Units
(9)	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.
(10)	These Units are directly owned by AXA Equitable.
(11)	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 E

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.