

ALLIANCEBERNSTEIN HOLDING L.P.

Form 4

March 06, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
JOSEPH ROBERT H JR2. 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)

**C/O ALLIANCEBERNSTEIN
L.P., 1345 AVENUE OF THE
AMERICAS**3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2006☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
SVP and CFO

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)**NEW YORK, NY 10105**6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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 Beneficial Ownership (Instr. 4)
units rep. assign. of ben. own. of lp interests (1)	03/03/2006		M	20,000 A	\$ 12.5625	96,510	D
Holding Units	03/03/2006		S	20,000 D	\$ 63.8018 (2)	77,404 (3)	D

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

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(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)
Employee unit option (right to buy)	\$ 12.5625	03/03/2006		M	20,000	12/16/1997 ⁽⁴⁾ 12/16/2006	Holding Units 20,000

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			SVP and CFO	

Signatures

/s/ Adam Spilka, by
pwr. att'y 03/06/2006

__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")
- (2) Reporting Person sold 20,000 Holding Units at prices ranging from \$63.35 to \$64.22. The price set forth in the table is the weighted average of his sales at these prices.
- (3) Total includes 894 Holding Units acquired through distribution reinvestment under an employee deferred compensation plan.

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(4) The option vested in 20% increments on each of December 16, 1997, 1998, 1999, 2000, and 2001.

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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