

ALLIANCEBERNSTEIN HOLDING L.P.

Form 4

November 14, 2006

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

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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**REILLY JAMES G**

(Last) (First) (Middle)

**C/O ALLIANCEBERNSTEIN  
L.P., 1345 AVENUE OF THE  
AMERICAS**

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/10/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
**Executive Vice President**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
units rep. assign. of ben. own. of lp interests (1)	11/10/2006		M	25,000 A	\$ 48.5 662,304 (2)	D	
Holding Units	11/10/2006		S	25,000 D	\$ 76.04 637,304 (3)	D	
	11/13/2006		M	100 A	\$ 48.5 637,404	D	

Holding  
Units

Holding Units	11/13/2006	S	100	D	\$ 76.5	637,304	D
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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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee unit option (right to buy)	\$ 48.5	11/10/2006		M	25,000	06/20/2001 <sup>(4)</sup> 06/20/2010	Holding Units 25,000
Employee unit option (right to buy)	\$ 48.5	11/13/2006		M	100	06/20/2001 <sup>(4)</sup> 06/20/2010	Holding Units 100

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REILLY JAMES G C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105			Executive Vice President	

## Signatures

/s/ M. Manley, by pwr. att'y	11/14/2006
	Date

\_\_Signature of Reporting  
Person

## 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) Total includes 1,157 Holding Units acquired through distribution reinvestment under an employee deferred compensation plan.
- (3) Reporting Person sold 25,000 Holding Units at prices ranging from \$76.00 to \$76.26. The price set forth in the table is the weighted average of his sales at these prices.
- (4) The option vested in 20% increments on each of June 20, 2001, 2002, 2003, 2004, and 2005.

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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