DUVERNE DENIS
Form 4
April 01, 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)
03/30/2009

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) (10)
Units (1)								722,178	I (9)	See Notes (3) (4) (5) (6) (7) (8) (9) (10)

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

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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.
OUDINOT PARTICIPATIONS 39, RUE DU COLISEE PARIS, I0 75008				Filed by mult. reporting pers.
CONDRON CHRISTOPHER M 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104				Filed by mult. reporting pers.
AXA EQUITABLE FINANCIAL SERVICES LLC 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104				Filed by mult. reporting pers.
AXA FINANCIAL INC 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104				Filed by mult. reporting pers.
AXA ASSURANCES I A R D MUTUELLE ET AL 26, RUE DROUOT PARIS, I0 75009				Filed by mult.reporting pers.
AXA ASSURANCES VIE MUTUELLE ET AL 26, RUE DROUOT PARIS, I0 75009				Filed by mult. reporting pers.

Signatures

Alvin H. Fenichel (See Attachment A)	04/01/2009
**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 of (i) 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 and AXA America Corporate Solutions, Inc. ("AACS") and its wholly owned subsidiary, Coliseum Reinsurance Co ("Coliseum Reinsurance") and (ii) AXA IM Rose, Inc. ("AXA IM Rose"), a holding company for a group of asset management companies. As of December 31, 2008, AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle (collectively, "Mutuelles AXA"), directly and indirectly owned approximately 14.29% of the issued ordinary shares (representing approximately 23.10% 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, the beneficial owner of any securities covered by this Form 4.
(4)	AXA has deposited its shares of common stock ("Common Stock") of AXA Financial 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. 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.
(5)	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 March XY, 2009, ACMC beneficially owned directly 66,220,822 AB Units; AXA Equitable, 29,100,290 AB Units; AXA Financial (Bermuda) Ltd., 15,276,937 AB Units; AXA IM Rose, 41,934,582 AB Units; Coliseum Reinsurance, 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.
(6)	On March 30, 2009, AXA America contributed 8,160,000 AB Units to AACS, a wholly-owned subsidiary of AXA America, which immediately contributed the 8,160,000 AB Units to Coliseum Reinsurance, a wholly-owned subsidiary of AACS. Additionally, on March 30, 2009, AXA IM Rose purchased 41,934,582 AB Units from AXA Financial (Bermuda) Ltd. for a purchase price of $14.308 per AB Unit. The transfers of AB Units to Coliseum Reinsurance and AXA IM Rose, as more fully described above, are internal transfers within the consolidated AXA Group for capital management purposes that do not change the aggregate holdings of AB Units by AXA and its affiliates ("AXA Group"). Coliseum Reinsurance and AXA IM Rose intend to hold their AB Units for passive investment purposes as part of the AXA Group's overall strategic holding in AllianceBernstein.
(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)	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.

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