

MASTERS SETH J  
Form 4  
December 17, 2009

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MASTERS SETH J

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/07/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
CIO, Blend Strat. and ABDC

(Street)  
NEW YORK, NY 10105

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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) |                                                        |
|----------------------------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|--------------------------------------------------------|
|                                                                            |                                      |                                                    | Code                           | V                                                                 | Amount (A) or (D)      | Price                                                                                         |                                                          |                                                       |                                                        |
| units rep. assignments of beneficial owner. of lp interests <sup>(1)</sup> | 12/07/2009 <sup>(2)</sup>            |                                                    | A                              |                                                                   | 108,679 <sup>(3)</sup> | \$ 26.73 <sup>(2)</sup>                                                                       | 118,947 <sup>(4)</sup>                                   | I                                                     | by rabbi trust under incentive compensation award plan |
| Holding Units                                                              |                                      |                                                    |                                |                                                                   |                        |                                                                                               | 62,584 <sup>(4)</sup>                                    | D                                                     |                                                        |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships                    |
|---------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                   | Director 10% Owner Officer Other |
| MASTERS SETH J<br>C/O ALLIANCEBERNSTEIN L.P.<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105 | CIO, Blend Strat. and ABDC       |

## Signatures

/s/ Mona Bhalla, by  
pwr. att'y 12/17/2009

\_\_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 in AllianceBernstein Holding L.P. ("Holding Units")

(2) The price set forth in the table is the closing price of a Holding Unit as reported for composite transactions on the New York Stock Exchange on December 7, 2009, the date the award was granted by the Compensation Committee of the Board of Directors of AllianceBernstein Corporation. This form was not filed within 48 hours of grant date because award amounts were not calculated and communicated to award recipients until the week of December 14, 2009.

(3) Reporting Person's 2009 incentive compensation award was notionally converted into Holding Units. He therefore may be deemed to have acquired 108,679 Holding Units. These Holding Units are held in a rabbi trust under the incentive compensation award program until they are distributed to Reporting Person. The award vests (subject to various agreements and covenants set forth in the award agreement)

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in equal annual increments on each of December 1, 2010, 2011, 2012 and 2013.

- (4) On December 1, 2009, 6,443 Holding Units previously owned by Reporting Person through a rabbi trust under an incentive compensation award program were distributed to him.

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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