#### Edgar Filing: ALLIANCEBERNSTEIN HOLDING L.P. - Form 4

ALLIANCEBERNSTEIN HOLDING L.P. Form 4 November 15, 2006 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, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

1(b).

1. Name and Address of Reporting Person <u>*</u> MAYER MARC O			ssuer Name <b>and</b> Ticker or Trading ool JANCEBERNSTEIN LDING L.P. [AB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	ANCEBERNSTE AVENUE OF TH	(Mor IN 11/1	nte of Earliest Transaction hth/Day/Year) 3/2006	Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
NEW YOR	(Street) RK, NY 10105		Amendment, Date Original (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)	Fable I - Non-Derivative Securities A	quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed	3.4. Securities AcquiredifTransaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)	5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially Owned(D) or Indirect (I)Beneficial OwnershipFollowing Reported(Instr. 4)(Instr. 4)			
unite son			Code V Amount (D) Price	Transaction(s) (Instr. 3 and 4)			
units rep. assign. of ben. own. of lp interests (1)	11/13/2006		\$ 38,000 D <sup>\$</sup> (2)	19,935 D			
Holding Units				72,067 $\underline{^{(3)}}$ I by rabbi trust			

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	Amou Under Secur	rlying	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
MAYER MARC O C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105			Executive Vice President	

# Signatures

/s/ Adam Spilka, by 11/15/2006 pwr. att'y

\*\*Signature of Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Units representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding L.P. ("Holding (1)Units")
- Reporting Person sold 38,000 Holding Units at prices ranging from \$76.03 to \$76.90. The price set forth in the table is the weighted (2) average of his sales at these prices.
- (3) Total includes 382 Holding Units acquired through distribution reinvestment under an employee deferred compensation plan.

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.