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ALLIANCEBERNSTEIN HOLDING L.P. Form 4 May 12, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 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 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MANLEY MARK R Issuer Symbol ALLIANCEBERNSTEIN (Check all applicable) HOLDING L.P. [AB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O ALLIANCEBERNSTEIN 05/10/2006 SVP and Deputy General Counsel L.P., 1345 AVENUE OF THE **AMERICAS** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10105 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of 6. Transaction Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial any (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price units rep. assign. of ben. own. 05/10/2006 Μ 6,000 D Α 46,603 26.3125 of lp interests (1) Holding 05/10/2006 8,000 Μ Α \$ 30.25 54,603 D Units S Holding 05/10/2006 6.300 D \$ 48.303 D Units 68.9775

| | | | | | (2) | | |
|------------------|------------|---|--------|---|---------------|-------------------|---|
| Holding Units | 05/11/2006 | S | 12,700 | D | \$ 67.5382 | 35,709 <u>(5)</u> | D |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8) | 5. Number on f 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) | \$ 26.3125 | 05/10/2006 | | М | 6,000 | 12/10/2003 <u>(3)</u> | 12/10/2008 | Holding Units | 6,000 |
| Employee unit option (right to buy) | \$ 30.25 | 05/10/2006 | | М | 8,000 | 12/06/2004 <u>(4)</u> | 12/06/2009 | Holding Units | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|--------------------------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| MANLEY MARK R C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | | | SVP and Deputy General Counsel | | | |
| Signatures | | | | | | |

/s/ Mark R. 05/12/2006 Manley

<u>**</u>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 6,300 Holding Units at prices ranging from \$68.38 to \$69.58. The price set forth in the table is the weighted average of his sales at these prices.
- (3) The option vested in 20% increments on each of December 10, 1999, 2000, 2001, 2002, and 2003.
- (4) The option vested in 20% increments on each of December 6, 2000, 2001, 2002, 2003, and 2004.
- (5) Total includes 106 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.