

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>FAY SHARON E</u><br><br>(Last) (First) (Middle)<br><u>C/O ALLIANCEBERNSTEIN L.P.</u><br><u>1345 AVENUE OF THE AMERICAS</u><br><br>(Street)<br><u>NEW YORK</u> <u>NY</u> <u>10105</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ALLIANCEBERNSTEIN HOLDING L.P. [ AB ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/08/2007</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year)<br><u>02/12/2007</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Executive Vice President</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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 |   |  |   |

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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)       | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Units                                      | (1)  | 02/08/2007                           |  | J <sup>(2)</sup>               |   |  | 8,160,000 | (1)  | (1)             | Holding Units   | 8,160,000                  | \$91.385 <sup>(2)</sup>                    | \$8,160,000 <sup>(3)</sup>   | I <sup>(3)</sup>  | by Partners <sup>(3)</sup>                             |

Explanation of Responses:

1. The units of limited partnership interest in AllianceBernstein L.P. ("Units") are exchangeable for units representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding ("Holding Units") upon the satisfaction of a number of conditions, including: (i) the issuance of Holding Units must be exempt from registration pursuant to the Securities Act of 1933, as amended, and AllianceBernstein Holding L.P. ("Holding") must have received any necessary representations, opinions or other documentation in connection with such issuance; (ii) the issuance of the Holding Units must be permissible under the terms of the Amended and Restated Agreement of Limited Partnership of Holding, dated as October 29, 1999; (iii) AXA Equitable Life Insurance Company ("AXA Equitable") must consent to the transfer of the Units to Holding (which AXA Financial, Inc. ("AXA Financial"), AXA Equitable's indirect parent, has agreed to cause AXA Equitable to do); and (iv) SCB Inc. ("SCB") must provide an outside legal opinion, reasonably satisfactory to AllianceBernstein ("AllianceBernstein"), stating that the exchange of Units for Holding Units constitutes a "block transfer" under applicable U.S. Treasury Regulations. As of date hereof, the status of these conditions and their ability to be satisfied at the time of any exchange is not certain. Prior to such exchange, the Reporting Person is not entitled to any rights as a unit holder of Holding. In addition, the number of Holding Units into which the Units are exchangeable is subject to adjustment for anti-dilution.

2. On February 8, 2007, SCB and SCB Partners Inc. ("Partners") delivered an exercise notice to AXA Financial informing AXA Financial of Partners' intention to require AXA Financial (or its designee) to purchase 8,160,000 Units from Partners in accordance with the terms of a purchase agreement, dated as of June 20, 2000 ("Purchase Agreement"), among AXA Financial, AllianceBernstein and SCB. Such purchase was consummated on February 23, 2007. The purchase price for each Unit sold to AXA Financial pursuant to the Purchase Agreement was determined by averaging the closing prices of a Holding Unit as quoted on the New York Stock Exchange Composite Transaction Tape for the 10 trading days ending on the fifth trading day following February 8, 2007.

3. Reporting Person, by virtue of her affiliation with SCB and Partners, may be deemed to own beneficially and indirectly 8,160,000 Units. Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of her pecuniary interest therein. Reporting Person disclaims beneficial ownership of the Holding Units that she is entitled to receive upon exchange of the Units because of the uncertainties described in note 1. Upon such exchange, however, Reporting Person would be deemed to own beneficially and indirectly any such Holding Units into which Units were exchanged. Reporting Person would disclaim beneficial ownership of such securities except to the extent of her pecuniary interest therein.

Remarks:

/s/ Adam Spilka, by pwr. att'y      02/27/2007  
\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* 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).  
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.