

☐ 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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MASTERS SETH J</u> (Last) (First) (Middle) <u>C/O ALLIANCEBERNSTEIN L.P.</u> <u>1345 AVENUE OF THE AMERICAS</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10105</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALLIANCEBERNSTEIN HOLDING L.P.</u> [<u>AB</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/19/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/23/2008</u>	

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 ⁽¹⁾								56,141 ⁽²⁾	D	
Holding Units ⁽¹⁾								16,711 ⁽²⁾	I	by rabbi trust

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 ⁽³⁾	\$18.349 ⁽⁴⁾⁽⁵⁾⁽⁶⁾	12/19/2008		J ⁽⁴⁾⁽⁵⁾			8,160,000 ⁽⁷⁾	(4) ⁽⁶⁾	(4) ⁽⁶⁾	Holding Units ⁽¹⁾	8,160,000 ⁽⁷⁾	(4)(5)(6)	0 ⁽⁵⁾	I	by SCB Partners Inc.

Explanation of Responses:

1. Units representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding L.P. ("Holding Units")

2. On December 1, 2008, 8,943 Holding Units previously owned by Reporting Person through a rabbi trust under an employee deferred compensation plan were distributed to him.

3. Units of limited partnership interest in AllianceBernstein L.P. ("Units")

4. AXA Financial, Inc. ("AXF") entered into a purchase agreement with SCB Inc. (f/k/a Sanford C. Bernstein Inc., "SCB") and AllianceBernstein L.P. ("AllianceBernstein"), dated as of June 20, 2000 (the "Purchase Agreement"), pursuant to which AXF granted SCB the right, beginning on the second anniversary of the closing of AllianceBernstein's acquisition of substantially all of the assets and liabilities of SCB (the "Acquisition"), to cause AXF (or its designee) to purchase Units received by SCB as part of the consideration for the Acquisition (in the aggregate, such Units are referred to herein as the "Equity Consideration"). This right is exercisable no more than once annually during each of the eight years following the second anniversary of the closing of the Acquisition (October 2, 2000), in an amount not to exceed 20% of the Units paid to SCB as part of the Equity Consideration per year and subject to deferral under certain circumstances.

5. On December 19, 2008, SCB and SCB Partners Inc. ("Partners"), a wholly-owned subsidiary of SCB, delivered a notice to AXF stating that they were exercising their right to sell the final 8,160,000 Units to AXF (or its designee) under the Purchase Agreement. The purchase price for each Unit is \$18.349, which is, as provided by the Purchase Agreement, the average of the closing prices of a Holding Unit as quoted on the New York Stock Exchange composite tape for the ten trading days ending on December 29, 2008, the fifth trading day following the December 19, 2008 exercise date. The settlement of the sale to AXA America Holdings, Inc., AXF's designee, took place on January 6, 2009. Following the settlement of the sale, each of SCB, SCB Partners Inc. and Reporting Person no longer own any Units.

6. Prior to SCB and Partners exercising the remaining portion of their put option, their Units were exchangeable for Holding Units upon the satisfaction of a number of conditions, including: (i) the issuance of Holding Units must have been 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 have been permissible under the terms of the Amended and Restated Agreement of Limited Partnership of Holding, dated as October 29, 1999 (and as amended February 24, 2006); (iii) AXA Equitable Life Insurance Company ("AXA Equitable") must have consented to the transfer (which AXF, AXA Equitable's indirect parent, had agreed to cause AXA Equitable to do); and (iv) SCB must have provided an outside legal opinion, reasonably satisfactory to AllianceBernstein, stating that the exchange of Units for Holding Units constitutes a "block transfer" under applicable U.S. Treasury Regulations. As a result of the transaction described in the footnote above, SCB, Partners and Reporting Person will no longer own any Units, making any exchange of their Units for Holding Units impossible.

7. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Remarks:

/s/ Laurence E. Cranch, by pwr.
att'y.
** Signature of Reporting Person

01/08/2009
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.