

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2005

Check here if Amendment [] ; Amendment Number: ____
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Alliance Capital Management L.P.
Address: 1345 Avenue of the Americas
New York, NY 10104

13F File Number: 28-2321

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Andrew C. Murphy
Title: Vice President & Counsel
Phone: (212) 969-1000

Signature, Place, and Date of Signing:

| | | |
|----------------------|---------------|--------------|
| /s/ Andrew C. Murphy | New York, NY | May 13, 2005 |
| ----- | ----- | ----- |
| [Signature] | [City, State] | [Date] |

(Please direct all questions to Andrew Murphy, (212) 969-1422)

Report Type (Check only one.):

- [] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- [X] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- [] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
[If there are no entries in this list, omit this section.]

Form 13F
File Number Name
28-3570 AXA

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: None

Form 13F Information Table Entry Total: None

Form 13F Information Table Value Total: None

For information relating to holdings of 13F securities for periods ending prior to September 30, 2003 by Alliance Capital Management L.P., please refer to Forms 13F-HR filed by AXA Financial, Inc. for those periods.

