

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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
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1. Name and Address of Reporting Person* <u>JOSEPH ROBERT H JR</u>  (Last) (First) (Middle) <u>C/O MARK R. MANLEY</u> <u>ALLIANCE CAPITAL MANAGEMENT CORPORATION</u>  (Street) <u>NEW YORK NY 10105</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALLIANCE CAPITAL MANAGEMENT HOLDING LP [ AC ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>02/03/2004</u>  4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/03/2004</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>SVP and CFO of Gen. Partner</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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. assign. of beneficial ownership of l.p. interests <sup>(1)</sup>	01/30/2004		F		1,077	D	\$36.86	43,526 <sup>(2)</sup>	D	
Units rep. assign. of beneficial ownership of l.p. interests <sup>(1)</sup>	02/03/2004		M		7,680	A	\$9.9375	51,206 <sup>(2)</sup>	D	
Units rep. assign. of beneficial ownership of l.p. interests <sup>(1)</sup>	02/03/2004		S		7,680	D	\$37.5896	43,526 <sup>(2)</sup>	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Unit Option (right to buy)	\$9.9375	02/03/2004		M		7,680	05/10/1995 <sup>(3)</sup>	05/10/2004	Units rep. assign. of beneficial ownership of l.p. interests <sup>(1)</sup>	7,680	\$9.9375	0	D	

Explanation of Responses:

1. Units representing assignments of beneficial ownership of limited partnership interests in Alliance Capital Management Holding L. P. ("Holding Units").
2. Total has been amended to correct a clerical error.
3. The option vested in 20% increments on each of May 10, 1995, 1996, 1997, 1998 and 1999.

Remarks:

/s/ Adam Spilka, by pwr. att'y. 04/02/2004  
\*\* 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.