

FAY SHARON E
Form 4
December 17, 2009

FORM 4

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

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FAY SHARON E

2. Issuer Name **and** Ticker or Trading
Symbol
ALLIANCEBERNSTEIN
HOLDING L.P. [AB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ALLIANCEBERNSTEIN
L.P., 1345 AVENUE OF THE
AMERICAS

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Head, Bernstein Value Equities

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

NEW YORK, NY 10105

(City) (State) (Zip)

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)
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	12/07/2009 ⁽²⁾		A	206,884 ⁽³⁾	\$ 26.73 ⁽²⁾	212,514 ⁽⁴⁾	I
Holding Units					22,373 ⁽⁴⁾	D	by rabbi trust under incentive compensation award program

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

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

FAY SHARON E
C/O ALLIANCEBERNSTEIN L.P.
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

Head, Bernstein Value Equities

Signatures

/s/ Mona Bhalla, by
pwr. att'y 12/17/2009

__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) The price set forth in the table is the closing price of a Holding Unit as reported for composite transactions on the New York Stock Exchange on December 7, 2009, the date the award was granted by the Compensation Committee of the Board of Directors of AllianceBernstein Corporation. This form was not filed within 48 hours of grant date because award amounts were not calculated and communicated to award recipients until the week of December 14, 2009.

(3) Reporting Person's 2009 incentive compensation award was notionally converted into Holding Units. She therefore may be deemed to have acquired 206,884 Holding Units. These Holding Units are held in a rabbi trust under the incentive compensation award program until they are distributed to Reporting Person. The award vests (subject to various agreements and covenants set forth in the award agreement)

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in equal annual increments on each of December 1, 2010, 2011, 2012 and 2013.

- (4) On December 1, 2009, 2,814 Holding Units previously owned by Reporting Person through a rabbi trust under an incentive compensation award program were distributed to her.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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