

AXA EQUITABLE LIFE INSURANCE CO

Form 4

December 11, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 APMC INC

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)
 1290 AVENUE OF THE
 AMERICAS

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/07/2006

____ Director ____ 10% Owner
 ____ Officer (give title ____ Other (specify
 below) below)
 Filed by mult. reporting pers.

(Street)

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

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

NEW YORK, NY 10104

(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. 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 ⁽¹⁾				(A) or (D)		D ⁽²⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁸⁾ ⁽¹⁰⁾	
			Code V Amount	Price	722,178		
Units ⁽¹⁾				(A) or (D)		D ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁸⁾ ⁽⁹⁾ ⁽¹⁰⁾	
					722,178		

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**

SEC 1474
 (9-02)

number.

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 Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ACMC INC 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104	Filed by mult. reporting pers.
AXA 25 AVENUE MATIGNON PARIS, IO 75008	Filed by mult. reporting pers.
AXA ASSURANCES I A R D MUTUELLE ET AL 26, RUE DROUOT PARIS, IO 75009	Filed by mult. reporting pers.
AXA COURTAGE ASSURANCE MUTUELLE 26, RUE DROUOT PARIS, IO 75009	Filed by mult. reporting pers.
AXA ASSURANCES VIE MUTUELLE ET AL 26, RUE DROUOT PARIS, IO 75009	Filed by mult. reporting pers.
AXA FINANCIAL SERVICES LLC 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104	Filed by mult. reporting pers.
AXA FINANCIAL INC 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104	Filed by mult. reporting pers.
	Filed by mult. reporting pers.

ECMC LLC
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

EQUITABLE HOLDINGS LLC
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

Filed by mult. reporting pers.

AXA EQUITABLE LIFE INSURANCE CO
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

Filed by mult. reporting pers.

Signatures

Alvin H. Fenichel (See Attachment A) 12/11/2006

__Signature of Reporting Person Date

Kevin R. Byrne (See Attachment A) 12/11/2006

__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.
- (2) These securities are directly owned by APMC, Inc. ("APMC"), an indirect wholly-owned subsidiary of AXA Financial, Inc. ("AXA Financial").

AXA indirectly owns all of the common stock (the "Common Stock") of AXA Financial, which is the direct and indirect beneficial owner of the securities covered by this Form 4. As of February 28, 2006, the Mutuelles AXA, as a group, directly and indirectly owned approximately 14.30% of the issued ordinary shares (representing approximately 23.29% of the voting power) of AXA. The Mutuelles AXA, and AXA expressly declare that the filing of this Form 4 shall not be construed as an admission that either of them is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of any securities covered by this Form 4.
- (3) AXA has deposited its shares of Common Stock into a voting trust. AXA will remain the indirect beneficial owner of such Common Stock, but during the term of the voting trust, the AXA Voting Trustees will exercise all voting rights with respect to the Common Stock. Accordingly, the AXA Voting Trustees may be deemed to beneficially own the securities covered by this Form 4. The AXA Voting Trustees expressly declare that the filing of this Form 4 shall not be construed as an admission that any of them is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of any securities covered by this Form 4.
- (4) In addition to the units ("Holding Units") representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding L.P. (f/k/a Alliance Capital Management Holding L.P.) ("Holding") reported in this Form 4, the Reporting Persons beneficially own units ("AB Units") of limited partnership interest in AllianceBernstein L.P. (f/k/a Alliance Capital Management L.P.) ("AllianceBernstein") as follows. As of December 7, 2006, AXA Financial beneficially owned directly 32,700,754 AB Units; APMC, 66,220,822 AB Units; ECMC, LLC, 40,880,637 AB Units; AXA Equitable, 8,165,204 AB Units; MONY Life, 4,389,192 AB Units; MLOA, 1,225,000 AB Units; and AllianceBernstein Corporation (f/k/a Alliance Capital Management Corporation), a wholly-owned subsidiary of AXA Equitable, owned a 1% general partnership interest in AllianceBernstein and 100,000 units of general partnership interest in Holding.
- (5) AXA Financial has purchased 1,300 AB Units from two unaffiliated third parties. The purchase price for each of the AB Units whose acquisition is being reported on this Form 4 is \$79.70 per AB Unit, which was the closing price for a Holding Unit as quoted on the New York Stock Exchange on December 7, 2006.
- (6) For more information on the Reporting Persons' holdings of AB Units, see their separate Form 4 filings with respect to AB Units
- (7) The AB Units are highly illiquid, and the ability of a holder of AB Units to exchange them in the future for Holding Units if it so desires is substantially limited. In general, transfers of AB Units will be allowed only with the written consent of both AXA Equitable and the general partner of AllianceBernstein. AXA Equitable and the general partner of AllianceBernstein have stated that they intend
- (8)

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to refuse to consent to any transfer that is not described in the safe harbors set forth in the United States Treasury regulations.

(9) These securities are directly owned by ECMC, LLC, an indirect wholly-owned subsidiary of AXA Financial.

As used in this Form 4, "AXA Equitable" refers to AXA Equitable Life Insurance Company; "MONY Life" refers to MONY Life Insurance Company; and "MLOA" refers to MONY Life Insurance Company of America. AXA Equitable, MONY Life and MLOA are indirect wholly owned subsidiaries of AXA Financial.

Remarks:

This is one of two Forms 4 reporting this transaction filed today by multiple reporting persons. See Attachment A filed as an E

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.