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ALLIANCEBERNSTEIN HOLDING L.P.

Form 4 May 30, 2006

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005

10% Owner

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PEEBLES DOUGLAS J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ALLIANCEBERNSTEIN HOLDING L.P. [AB]

(Check all applicable)

Executive Vice President

(Last) (First) 3. Date of Earliest Transaction

Director X_ Officer (give title Other (specify below)

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

AMERICAS

(Street) 4. If Amendment, Date Original

(Middle)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

02/03/2006

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10105

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Indirect Securities Form: Direct Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

(Month/Day/Year)

Reported (A) Transaction(s) (Instr. 3 and 4) Price (D)

units rep. assign. of Code V Amount

ben. own. of lp

02/03/2006

interests (1)

 $A^{(2)}$ 51,385 (3) 7.036 D

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities				Securities (Instr. 3 and 4)		(Instr. 5)	Bene
		Derivative										Owne
		Security				Acquired						Follo
						(A) or						Repo
						Disposed						Trans
					of (D)							(Instr
						(Instr. 3,						
					4, and 5)							
										Amount		
							Exercisable Date	Expiration		or Number		
								Date		of		
					Code V	(A) (D)		Shares				
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PEEBLES DOUGLAS J C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105

Executive Vice President

Signatures

a currently valid OMB number.

/s/ Adam Spilka, by pwr. att'y 05/30/2006

**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 in AllianceBernstein Holding L.P. ("Holding Units")
- Reporting Person notionally invested a portion of his 2005 award under an employee deferred compensation plan in Holding Units. In so doing, he acquired 7,036 Holding Units. The award vests (restrictions lapse) in equal annual increments on each of December 1, 2006, 2007, 2008, and 2009.
- (3) Total includes 632 Holding Units acquired through distribution reinvestment under an employee deferred compensation plan.

 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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