

ALLIANCEBERNSTEIN HOLDING L.P.

Form 4

February 01, 2008

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RISSMAN PAUL C

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive Vice President

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

**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 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 <sup>(1)</sup>	01/31/2008		M	10,000	A \$ 53.75	255,282	D
Holding Units <sup>(1)</sup>	01/31/2008		M	8,000	A \$ 33.18	263,282	D
Holding Units <sup>(1)</sup>	01/31/2008		S	18,000	D \$ 67.43 <sup>(2)</sup>	245,282	D

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

SEC 1474  
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee unit option (right to buy)	\$ 53.75	01/31/2008		M		10,000		12/11/2001 <sup>(3)</sup>	12/11/2010	Holding Units <sup>(1)</sup>	10,000
Employee unit option (right to buy)	\$ 33.18	01/31/2008		M		8,000		12/06/2003 <sup>(4)</sup>	12/06/2012	Holding Units <sup>(1)</sup>	8,000

**Reporting Owner Name / Address**

## Relationships

Director	10% Owner	Officer		Other
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RISSMAN PAUL C  
C/O ALLIANCEBERNSTEIN L.P.  
1345 AVENUE OF THE AMERICAS  
NEW YORK, NY 10105

Executive Vice President

## Signatures

/s/ Adam Spilka, by  
pwr. att'y

**\*\*Signature of Reporting Person**

### 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")

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- (2) Reporting Person sold 18,000 Holding Units at prices ranging from \$67.06 to \$67.62. The price set forth in the table is the weighted average of his sales at these prices.
- (3) The option vested in 20% increments on each of December 11, 2001, 2002, 2003, 2004, and 2005.
- (4) The option vested in 20% increments on each of December 6, 2003, 2004, 2005, 2006, and 2007.

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.