

AXA ASSURANCES VIE MUTUELLE ET AL
 Form 4
 December 05, 2005

FORM 4

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

OMB APPROVAL

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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
 ALLIANCE CAPITAL MANAGEMENT HOLDING LP [AC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)

Filed by mult. reporting pers.

(Last) (First) (Middle)
 1290 AVENUE OF THE AMERICAS

3. Date of Earliest Transaction (Month/Day/Year)
 12/01/2005

(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. 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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Units <u>(1)</u>					722,178	D <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>	
Units <u>(1)</u>					722,178	D <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>	

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

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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 Owned Beneficially (Instr. 5)
				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 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.
ECMC LLC 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104				Filed by mult. reporting pers.
EQUITABLE HOLDINGS LLC 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 ASSURANCES VIE MUTUELLE ET AL 26, RUE DROUOT PARIS, IO 75009				Filed by mult. reporting pers.

AXA COURTAGE ASSURANCE MUTUELLE
26, RUE DROUOT
PARIS, IO 75009

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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) 12/05/2005

 **Signature of Reporting Person Date

Kevin R. Byrne (See Attachment A) 12/05/2005

 **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 November 30, 2005, the Mutuelles AXA, as a group, directly and indirectly (through Finaxa) owned approximately 20.34% of the issued ordinary shares (representing approximately 32.20% of the voting power) of AXA. The Mutuelles AXA, Finaxa and AXA 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.
- (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 Alliance Capital Management Holding L.P. ("Holding") reported in this Form 4, the Reporting Persons beneficially own units ("Capital Units") of limited partnership interest in Alliance Capital Management L.P. ("Capital") as follows. As of December 1, 2005, AXA Financial beneficially owned directly 32,699,454 Capital Units; APMC, 66,220,822 Capital Units; ECMC, LLC, 40,880,637 Capital Units; AXA Equitable Life Insurance Company ("AXA Equitable"), 8,165,204 Capital Units; MONY Life Insurance Company ("MONY Life"), 4,389,192 Capital Units; MONY Life Insurance Company of America ("MLOA"), 1,225,000 Capital Units; and Alliance Capital Management Corporation, a wholly-owned subsidiary of AXA Equitable, owned a 1% general partnership interest in Capital and 100,000 units of general partnership interest in Holding.
- (5) AXA Equitable entered into a Purchase Agreement dated as of December 1, 2005 with an unaffiliated third party pursuant to which AXA Equitable agreed to purchase 400,000 Capital Units from such third party. The purchase price for each of the Capital Units whose acquisition is being reported on this Form 4 is \$51.80 per Capital Unit, which is 95% of the volume-weighted average price for a Holding Unit as quoted on the New York Stock Exchange composite tape on November 30, 2005.
- (6) For more information on the Reporting Persons' holdings of Capital Units, see their separate Form 4 filings with respect to Capital Units.
- (7) The Capital Units are highly illiquid, and the ability of a holder of Capital Units to exchange them in the future for Holding Units if it so desires is substantially limited. In general, transfers of Capital Units will be allowed only with the written consent of both AXA Equitable and the general partner of Capital. AXA Equitable and the general partner of Capital have stated that they intend to refuse to consent to any transfer that is not described in the safe harbors set forth in the United States Treasury regulations.
- (8)

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- (9) These securities are directly owned by ECMC, LLC, an indirect wholly-owned subsidiary 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 I

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.