

ALLIANCEBERNSTEIN HOLDING L.P.
Form 4
November 14, 2006

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 *
REILLY JAMES G

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2006

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President

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

(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
 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| units rep. assign. of ben. own. of lp interests (1) | 11/10/2006 | | M | | 25,000 | A | \$ 48.5 |
| | | | | | 662,304 (2) | D | |
| Holding Units | 11/10/2006 | | S | | 25,000 | D | \$ 76.04 |
| | | | | | 637,304 | D | (3) |
| | 11/13/2006 | | M | | 100 | A | \$ 48.5 |
| | | | | | 637,404 | D | |

Holding
Units

Holding Units 11/13/2006 S 100 D \$ 76.5 637,304 D

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee unit option (right to buy) | \$ 48.5 | 11/10/2006 | | M | 25,000 | 06/20/2001 ⁽⁴⁾ 06/20/2010 | Holding Units | 25,000 |
| Employee unit option (right to buy) | \$ 48.5 | 11/13/2006 | | M | 100 | 06/20/2001 ⁽⁴⁾ 06/20/2010 | Holding Units | 100 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

REILLY JAMES G
C/O ALLIANCEBERNSTEIN L.P.
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

Executive Vice President

Signatures

/s/ M. Manley, by
pwr. att'y

11/14/2006

Date

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")
- (2) Total includes 1,157 Holding Units acquired through distribution reinvestment under an employee deferred compensation plan.
- (3) Reporting Person sold 25,000 Holding Units at prices ranging from \$76.00 to \$76.26. The price set forth in the table is the weighted average of his sales at these prices.
- (4) The option vested in 20% increments on each of June 20, 2001, 2002, 2003, 2004, and 2005.

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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