

STEYN DAVID A
 Form 4/A
 January 08, 2009

FORM 4

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

OMB APPROVAL

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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 *
 STEYN DAVID A

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)
 12/19/2008

____ 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)
 12/23/2008

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 Indirect Beneficial Ownership (Instr. 4)
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾				(A) or (D)	9,579	D	

units rep. assignments of beneficial owner. of lp interests ⁽¹⁾

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

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day following the December 19, 2008 exercise date. The settlement of the sale to AXA America Holdings, Inc., AXF's designee, took place on January 6, 2009. Following the settlement of the sale, each of SCB, SCB Partners Inc. and Reporting Person no longer own any Units.

- Prior to SCB and Partners exercising the remaining portion of their put option, their Units were exchangeable for Holding Units upon the satisfaction of a number of conditions, including: (i) the issuance of Holding Units must have been exempt from registration pursuant to the Securities Act of 1933, as amended, and AllianceBernstein Holding L.P. ("Holding") must have received any necessary representations, opinions or other documentation in connection with such issuance; (ii) the issuance of the Holding Units must have been permissible under the terms of the Amended and Restated Agreement of Limited Partnership of Holding, dated as October 29, 1999 (and as amended February 24, 2006); (iii) AXA Equitable Life Insurance Company ("AXA Equitable") must have consented to the transfer (which AXF, AXA Equitable's indirect parent, had agreed to cause AXA Equitable to do); and (iv) SCB must have provided an outside legal opinion, reasonably satisfactory to AllianceBernstein, stating that the exchange of Units for Holding Units constitutes a "block transfer" under applicable U.S. Treasury Regulations. As a result of the transaction described in the footnote above, SCB, Partners and Reporting Person will no longer own any Units, making any exchange of their Units for Holding Units impossible.
- (5)
- (6) Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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.