MONY HOLDINGS LLC
Form 4
February 12, 2007

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BEBEAR CLAUDE

(Last) (First) (Middle)

25, AVENUE MATIGNON

(Street)

PARIS, I0 75008

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2007

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

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.

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 (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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Units (1) | | | | | | | | 722,178 | D (2) (3) (4) (5) (6) (7) (8) (9) (11) | |
| Units (1) | | | | | | | | 722,178 | D (3) (4) (5) (6) (7) (8) (9) (10) (11) | |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | 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 |
| BEBEAR CLAUDE<br>25, AVENUE MATIGNON<br>PARIS, I0 75008 | | | | Filed by mult. reporting pers. |
| CASTRIES HENRI DE<br>25, AVENUE MATIGNON<br>PARIS, I0 75008 | | | | Filed by mult. reporting pers. |
| DUVERNE DENIS<br>25, AVENUE MATIGNON<br>PARIS, I0 75008 | | | | Filed by mult. reporting pers. |
| MONY HOLDINGS LLC<br>1290 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10104 | | | | Filed by mult. reporting pers. |
| MONY LIFE INSURANCE CO<br>1290 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10104 | | | | Filed by mult. reporting pers. |
| MONY LIFE INSURANCE CO OF AMERICA<br>1290 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10104 | | | | Filed by mult. reporting pers. |
| OUDINOT PARTICIPATIONS<br>39, RUE DU COLISEE<br>PARIS, I0 75008 | | | | Filed by mult. reporting pers. |
| AXA AMERICA HOLDINGS, INC.<br>1290 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10104 | | | | Filed by mult. reporting pers. |

# Signatures

| | |
|---|---|
| Alvin H. Fenichel (See Attachment A) | 02/12/2007 |
| **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 ACMC, Inc. ("ACMC"), an indirect wholly-owned subsidiary of AXA Financial, Inc. ("AXA Financial"). |
| **(3)** | 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 February 28, 2006, the Mutuelles AXA, as a group, directly and indirectly owned approximately 14.30% of the issued ordinary shares (representing approximately 23.29% of the voting power) of AXA. The Mutuelles AXA, and AXA expressly declare that the filing of this Form 4 shall not be construed as an admission that either 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)** | 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 wth 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. |
| **(5)** | In addition to the units ("Holding Units") representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding L.P. (f/k/a Alliance Capital Management Holding L.P.) ("Holding") reported in this Form 4, the Reporting Persons beneficially own units ("AB Units") of limited partnership interest in AllianceBernstein L.P. (f/k/a Alliance Capital Management L.P.)("AllianceBernstein") as follows. As of February 12, 2007, AXA Financial beneficially owned directly 32,700,754 AB Units; ACMC, 66,220,822 AB Units; ECMC, LLC, 40,880,637 AB Units; AXA Equitable, 8,165,204 AB Units; MONY Life, 4,389,192 AB Units; MLOA, 1,225,000 AB Units; and AllianceBernstein Corporation (f/k/a Alliance Capital Management Corporation), a wholly-owned subsidiary of AXA Equitable, owned a 1% general partnership interest in AllianceBernstein and 100,000 units of general partnership interest in Holding. |
| **(6)** | AXA Financial entered into a purchase agreement with Sanford C. Bernstein Inc. ("SCB") and AllianceBernstein?s, dated as of June 20, 2000 (the "Purchase Agreement"), pursuant to which it granted SCB the right, beginning on the second anniversary of the closing of AllianceBernstein?s acquisition of substantially all of the assets and liabilities of SCB (the "Acquisition"), to cause AXA Financial (or its designee) to purchase AB Units received by SCB as part of consideration for the Acquisition (in the aggregate, such AB Units are referred to herein as the "Equity Consideration"). This right is exercisable no more than once annually during each of the eight years following the second anniversary of the closing of the Acquisition (October 2, 2000), in an amount not to exceed 20% of the AB Units paid to SCB as part of the Equity Consideration per year and subject to deferral under certain circumstances. |
| **(7)** | On February 8, 2007, SCB and SCB Partners, Inc. delivered a notice to AXA Financial stating that it was exercising its right to sell 8,160,000 AB Units to AXA Financial (or its designee) under the Purchase Agreement. As provided in the Purchase Agreement, the purchase price for each such AB Unit will be the average of the closing prices of a Holding Unit as quoted on the New York Stock Exchange composite tape for the ten trading days ending on February 23, 2007, the fifth trading day following the February 8, 2007 exercise date. While the purchase price will not be determined until February 15, 2007, and the settlement date will be subsequent to that date, the Reporting Persons are filing this form to report AXA Financial's receipt, on February 8, 2007, of SCB's notice of exercise of its right to sell. |
| **(8)** | For more information on the Reporting Persons' holdings of AB Units, see their separate Form 4 filings with respect to AB Units. |
| **(9)** | The AB Units are highly illiquid, and the ability of a holder of AB Units to exchange them in the future for Holding Units if it so desires is substantially limited. In general, transfers of AB Units will be allowed only with the written consent of both AXA Equitable and the general partner of AllianceBernstein. AXA Equitable and the general partner of AllianceBernstein 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. |
| **(10)** | These securities are directly owned by ECMC, LLC, an indirect wholly-owned subsidiary of AXA Financial. |
| **(11)** | As used in this Form 4, "AXA Equitable" refers to AXA Equitable Life Insurance Company; "MONY Life" refers to MONY Life Insurance Company; and "MLOA" refers to MONY Life Insurance Company of America. AXA Equitable, MONY Life and MLOA |

are indirect wholly owned subsidiaries 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 E

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.