SANDERS LEWIS A
Form 4
February 12, 2007

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SANDERS LEWIS A

(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)
02/08/2007

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman & CEO

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 (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			

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units	(1)	02/08/2007		J(2)			8,160,000	(1)	(1)	Holding Units	8,160,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDERS LEWIS A C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X		Chairman & CEO	

Signatures

/s/ Adam Spilka, by pwr. att'y	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) The units of limited partnership interest in AllianceBernstein L.P. ("Units") are exchangable for units representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding ("Holding Units") upon the satisfaction of a number of conditions, including: (i) the issuance of Holding Units must be 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 be permissible under the terms of the Amended and Restated Agreement of Limited Partnership of Holding, dated as October 29, 1999; (iii) AXA Equitable Life Insurance Company ("AXA Equitable") must consent to the transfer of the Units to Holding (which AXA Financial, Inc. ("AXA Financial"), AXA Equitable's indirect parent, has agreed to cause AXA Equitable to do); and (iv) SCB Inc. ("SCB") must provide an outside legal opinion, reasonably satisfactory to AllianceBernstein ("AllianceBernstein"), stating that the exchange of Units for Holding Units constitutes a "block transfer" under applicable U.S. Treasury Regulations. As of the date hereof, the status of these conditions and their ability to be satisfied at the time of any exchange is not certain. Prior to such exchange, the Reporting Person is not entitled to any rights as a unit holder of Holding. In addition, the number of Holding Units into which the Units are exchangable is subject to adjustment for anti-dilution.

(2) On February 8, 2007, SCB and SCB Partners Inc. ("Partners") delivered an exercise notice to AXA Financial informing AXA Financial of Partners' intention to require AXA Financial (or its designee) to purchase 8,160,000 Units from Partners in accordance with the terms of a purchase agreement, dated as of June 20, 2000 ("Purchase Agreement"), among AXA Financial, AllianceBernstein and SCB. The purchase price for each Unit that may be sold to AXA Financial pursuant to the Purchase Agreement upon delivery of such exercise notice will be the average of the closing prices of a Holding Unit as quoted on the New York Stock Exchange Composite Transaction Tape or as otherwise quoted or reported for the 10 trading days ending on the fifth trading day following February 8, 2007. Upon the purchase by AXA Financial (or its designee) of all of the Units in respect of which Partners delivered the exercise notice, Partners will hold 8,160,000 Units.

(3) Upon the purchase by AXA Financial (or its designee) of all of the Units in respect of which Partners delivered the exercise notice, Partners may be deemed to own beneficially and directly 8,160,000 Units. Partners is a direct, wholly-owned subsidiary of SCB. SCB, through its ownership of Partners, may be deemed to own beneficially and indirectly 8,160,000 Units following such purchase. SCB disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein. SCB and Partners disclaim beneficial ownership of the Holding Units that they are entitled to receive upon exchange of the Units because of the uncertainties described in note 1. Following such exchange, however, Partners would be deemed to own beneficially and directly any such Holding Units into which Units were exchanged. SCB would disclaim beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(4) Reporting Person, by virtue of his affiliation with SCB and Partners, may be deemed to own beneficially and indirectly 8,160,000 Units. Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein. Reporting Person discliams beneficial ownership of the Holding Units that he is entitled to receive upon exchange of the Units because of the uncertainties described in note 1. Upon such exchange, however, Reporting Person would be deemed to own beneficially and indirectly any such Holding Units into which Units were exchanged. Reporting Person would disclaim beneficial ownership of such 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.