

AXA ASSURANCES VIE MUTUELLE ET AL
 Form 4
 December 23, 2008

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
 ALLIANCEBERNSTEIN HOLDING L.P. [AB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/19/2008

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 Filed by mult. reporting pers.

NEW YORK, NY 10104

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

(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 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 (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.

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number.

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 Beneficially Owned (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 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 FINANCIAL INC 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 EQUITABLE LIFE INSURANCE CO 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104 | | | | | | | | | Filed by mult. reporting pers. |
| | | | | | | | | | Filed by mult. reporting pers. |

AXA EQUITABLE FINANCIAL SERVICES LLC
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

AXA FINANCIAL (BERMUDA) LTD.
C/O 1290 AVENUE OF AMERICAS
NEW YORK, NY 10104

Filed by mult. reporting pers.

Signatures

Alvin H. Fenichel (See Attachment A) 12/23/2008

__Signature of Reporting Person Date

Kevin R. Byrne (See Attachment A) 12/23/2008

__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 ("Units") in AllianceBernstein Holding L.P. ("Holding").
- (2) These Units 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 December 31, 2007, AXA I.A.R.D Mutuelle and AXA Assurances Vie Mutuelle (collectively, the "Mutuelles AXA"), directly and indirectly owned approximately 14.48% of the issued ordinary shares (representing approximately 20.84% 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.
- (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.
- (5) In addition to the Units reported in this Form 4, the Reporting Persons beneficially own units of limited partnership interests ("AB Units") in AllianceBernstein L.P. ("AllianceBernstein") as follows. As of December 19, 2008, APMC beneficially owned directly 66,220,822 AB Units; AXA Equitable, 49,264,877 AB Units; AXA Financial (Bermuda) Ltd., 40,861,854 AB Units; MONY Life, 4,389,192 AB Units; MLOA, 1,225,000 AB Units; and AllianceBernstein 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 SCB Inc. (f/k/a Sanford C. Bernstein Inc.) ("SCB") and AllianceBernstein, 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 December 19, 2008, 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 December 29, 2008, the fifth trading day following the December 19, 2008 exercise date. While the purchase price will not be determined until December 29, 2008, and the settlement date will be subsequent to that date, the Reporting Persons are filing this form to report AXA Financial's receipt, on December 19, 2008, of SCB's

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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 Units are directly owned by AXA Equitable.
- (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.