

ALLIANCEBERNSTEIN HOLDING L.P.
 Form 3
 June 19, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Keith Robert M</p> <p>(Last) (First) (Middle)</p> <p>C/O ALLIANCEBERNSTEIN L.P., 1345 AVENUE OF THE AMERICAS</p> <p>(Street)</p> <p>NEW YORK, NY 10105</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/10/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ALLIANCEBERNSTEIN HOLDING L.P. [AB]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Senior Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--|---------------------------|------------|---------------------------------|--------|----------|----------------------------------|---|
| Employee unit option (right to buy) | 01/26/2008 ⁽²⁾ | 01/26/2017 | Holding Units ⁽¹⁾ | 11,306 | \$ 90.65 | D | Â |
| Employee unit option (right to buy) | 01/26/2013 ⁽³⁾ | 01/26/2018 | Holding Units ⁽¹⁾ | 22,638 | \$ 90.65 | D | Â |
| Employee unit option (right to buy) | 12/07/2008 ⁽⁴⁾ | 12/07/2017 | Holding Units ⁽¹⁾ | 15,038 | \$ 80.46 | D | Â |
| Employee unit option (right to buy) | 12/07/2013 ⁽⁵⁾ | 12/07/2018 | Holding Units ⁽¹⁾ | 26,179 | \$ 80.46 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Keith Robert M C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/ Robert M.
Keith

06/19/2008

⁽¹⁾Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The option vests in 20% increments on each of January 26, 2008, 2009, 2010, 2011, and 2012.
- (3) The option vests in 20% increments on each of January 26, 2013, 2014, 2015, 2016, and 2017.
- (4) The option vests in 20% increments on each of December 7, 2008, 2009, 2010, 2011 and 2012.
- (5) The option vests in 20% increments on each of December 7, 2013, 2014, 2015, 2016, and 2017.

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.