

Kraus Peter S
Form 4
December 20, 2011

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 *
Kraus Peter S

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)
12/19/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

C/O ALLIANCEBERNSTEIN L.P., 1345 AVENUE OF THE AMERICAS

(Street)

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

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⁾	12/19/2011		F ⁽²⁾	V	274,764 <u>(2)</u>	D	\$ 13.01 <u>(2)</u>	1,088,821 <u>(2)</u> <u>(3)</u>	I	by rabbi trust under employee incentive compensation plan
Holding Units ⁽¹⁾					800,717 <u>(3)</u>	D				

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

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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 Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kraus Peter S C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X		Chairman and CEO	

Signatures

/s/ Mona Bhalla, by pwr.
of att'y 12/20/2011

__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 in AllianceBernstein Holding L.P. ("Holding Units").

The employment agreement between Reporting Person, AllianceBernstein Corporation, AllianceBernstein L.P. ("AllianceBernstein") and AllianceBernstein Holding L.P., dated as of December 19, 2008 ("Kraus Employment Agreement"), stipulates that applicable taxes in respect of each vesting of an installment of restricted Holding Units will be satisfied by AllianceBernstein retaining the portion of the

(2) restricted Holding Units in such installment having a fair market value (based on the closing price of a Holding Unit on the vesting date or the trading day immediately preceding the vesting date in the event the vesting date is not a trading day) equal to the tax withholding obligations on the installment of restricted Holding Units vesting on such date. Accordingly, AllianceBernstein withheld 274,764 Holding Units from Reporting Person's distribution based on the closing price of a Holding Unit on December 19, 2011.

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- (3) On December 19, 2011, 269,646 Holding Units previously owned by Reporting Person through a rabbi trust related to the restricted Holding Unit award he received under the Kraus Employment Agreement were distributed to him.

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.