Edgar Filing: Hechinger Deborah S - Form 4

Hechinger Det	oorah S										
Form 4 May 22, 2009											
FORM	Δ								OMB AF	PPROVAL	
	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMMISSION	OMB Number:	3235-0287			
Check this box if no longer									Expires:	January 31, 2005	
subject to Section 16. Form 4 or	SIAIEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								iverage rs per	
Form 5 obligations may continu See Instruct 1(b).	ue. Section 17(a	iled pursuant to Section 16(a) of the Securities Exchange Act of 1934, tion 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							response	0.5	
(Print or Type Res	sponses)										
1. Name and Address of Reporting Person <u>*</u> Hechinger Deborah 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) (M	(iddle)	3. Date of Earliest Transaction				_X_Director10% Owner				
	CEBERNSTEI /ENUE OF TH		(Month/Day 05/21/200				i	Officer (give t below)	itle <u>Othe</u> below)	er (specify	
	(Street)	(Street) 4. If Amend Filed(Month/						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK,	NY 10105							Form filed by M Person			
(City)	(State)	(Zip)	Table I	- Non-Der	ivative Se	curiti	es Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any			3. Transactio Code (Instr. 8)	Fransaction(A) or Disposed of (D Code (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
units rep.				Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
assignments of beneficial owner. of lp interests $^{(1)}$	05/21/2009			А	1,642 (2)	A	\$ 18.27	2,450	D		

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. Titl Deriv Secur (Instr.	ative ity	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number on f 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
Unit optic (righ buy)	on It to	\$ 18.27	05/21/2009		А	6,224	05/21/2010 <u>(3)</u>	05/21/2019	Holding Units (1)	6,224

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Hechinger Deborah S C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	s X							
Signatures								
/s/ Mona Bhalla, by pwr. of att'y	05/22/2009)						
**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")
- (2) Reporting Person was awarded 1,642 restricted Holding Units under the Amended and Restated 1997 Long Term Incentive Plan. Restrictions lapse on all 1,642 Holding Units on May 21, 2012.
- (3) The option vests in thirds on each of May 21, 2010, 2011 and 2012.

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.