

AXA
Form 4
April 01, 2009

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 *
ACMC 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,

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2009

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

(Street)
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 Following 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 | <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> |
| Units ⁽¹⁾ | | | | | 722,178 | D | <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> |

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

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(9-02)

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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 Beneficially (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 EQUITABLE LIFE INSURANCE CO 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104 | | | | Filed by mult. reporting pers. |
| AXA FINANCIAL (BERMUDA) LTD. C/O 1290 AVENUE OF AMERICAS NEW YORK, NY 10104 | | | | Filed by mult. reporting pers. |
| AXA AMERICA HOLDINGS, INC. 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104 | | | | Filed by mult. reporting pers. |
| AXA America Corporate Solutions, Inc. 17 STATE STREET 37TH FLOOR NEW YORK, NY 10004 | | | | Filed by mult. reporting pers. |
| Coliseum Reinsurance Co 17 STATE STREET 37TH FLOOR NEW YORK, NY 10004 | | | | Filed by mult. reporting pers. |
| | | | | Filed by mult. reporting pers. |

MONY LIFE INSURANCE CO
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

MONY LIFE INSURANCE CO OF AMERICA
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104

Filed by mult. reporting pers.

AXA-IM Rose Inc
ONE FAWCETT PLACE
GREENWICH, CT 06830

Filed by mult. reporting pers.

Signatures

Alvin H. Fenichel (See Attachment A) 04/01/2009

**Signature of Reporting Person Date

Kevin R. Byrne (See Attachment A) 04/01/2009

**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 ("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 of (i) AXA America Holdings, Inc. ("AXA America"), a holding company for a group of insurance and related financial services companies, including AXA Financial and its subsidiaries and AXA America Corporate Solutions, Inc. ("AACS") and its wholly owned subsidiary, Coliseum Reinsurance Co ("Coliseum Reinsurance") and (ii) AXA IM Rose, Inc. ("AXA IM Rose"), a holding company for a group of asset management companies. As of December 31, 2008, AXA
- (3) Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle (collectively, "Mutuelles AXA"), directly and indirectly owned approximately 14.29% of the issued ordinary shares (representing approximately 23.10% 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, the beneficial owner of any securities covered by this Form 4.

AXA has deposited its shares of common stock ("Common Stock") of AXA Financial 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. By reason of the voting trust and their relationship with AXA and the Mutuelles AXA, the
- (4) 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.

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 March XY, 2009, APMC beneficially owned directly
- (5) 66,220,822 AB Units; AXA Equitable, 29,100,290 AB Units; AXA Financial (Bermuda) Ltd., 15,276,937 AB Units; AXA IM Rose, 41,934,582 AB Units; Coliseum Reinsurance, 8,160,000 AB Units; MONY Life, 6,841,642 AB Units; MLOA, 2,587,472 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) On March 30, 2009, AXA America contributed 8,160,000 AB Units to AACS, a wholly-owned subsidiary of AXA America, which immediately contributed the 8,160,000 AB Units to Coliseum Reinsurance, a wholly-owned subsidiary of AACS. Additionally, on March 30, 2009, AXA IM Rose purchased 41,934,582 AB Units from AXA Financial (Bermuda) Ltd. for a purchase price of \$14.308 per AB Unit. The transfers of AB Units to Coliseum Reinsurance and AXA IM Rose, as more fully described above, are internal transfers within the consolidated AXA Group for capital management purposes that do not change the aggregate holdings of AB Units by AXA and its affiliates ("AXA Group"). Coliseum Reinsurance and AXA IM Rose intend to hold their AB Units for passive

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investment purposes as part of the AXA Group's overall strategic holding in AllianceBernstein.

- (7) For more information on the Reporting Persons' holdings of AB Units, see their separate Form 4 filings with respect to AB Units.
- (8) 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.
- (9) These Units are directly owned by AXA Equitable.
- (10) 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.

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