

Gingrich James A
Form 4
December 20, 2010

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 *
Gingrich James A

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)
12/10/2010

____ Director
 Officer (give title below) _____ Other (specify below)
Chairman & CEO, SCB LLC

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Units rep. assignments of beneficial owner. of lp interests ⁽¹⁾ | 12/10/2010 | | A | V | 111,252 ⁽²⁾ | A | by rabbi trust under employee incentive compensation award program |
| | | | | | \$ 23.72 ⁽³⁾ | | |
| Holding Units | | | | | 222,468 ⁽²⁾ | I | |
| | | | | | 38,106 ⁽⁵⁾ | D | |

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AllianceBernstein Corporation. This form was not filed within 48 hours of the grant date because, on that date, the Committee authorized our Chief Executive Officer to finalize the exact amount of the award at a later date; our CEO finalized the award on December 16, 2010.

- (4) Total includes 887 Holding Units acquired through quarterly distribution reinvestment.
- (5) On January 31, 2010, 8,896 Holding Units previously owned by Reporting Person through a rabbi trust under an incentive compensation award program 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.

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