

ALLIANCEBERNSTEIN NATIONAL MUNICIPAL INCOME FUND  
Form N-23C-2  
May 19, 2008

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C.

NOTIFICATION OF REDEMPTION OF SECURITIES PURSUANT TO RULE 23c-2 UNDER  
THE INVESTMENT COMPANY ACT OF 1940

Securities Act File No. 333-82894  
Investment Company Act File No. 811-10573

ALLIANCEBERNSTEIN NATIONAL MUNICIPAL INCOME FUND, INC.

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Name of Registrant

1345 AVENUE OF THE AMERICAS, NEW YORK, NY 10105  
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Address of Principal Executive Office

The undersigned registered closed-end investment company hereby notifies the Securities and Exchange Commission that it intends to redeem securities of which it is the issuer, as set forth below in accordance with the requirements of Rule 23c-2 under the Investment Company Act of 1940 (the "Act"), and states that it is filing this notice with the Commission pursuant to permission granted by the Commission staff fewer than 30 days prior to the date set for the redemption.

(1) Title of Class of Securities to be Redeemed:

AUCTION PREFERRED SHARES ("APS") SERIES M, SERIES T, SERIES W, AND SERIES TH

(2) Date on Which the Securities are to be Redeemed:

THE APS WILL BE REDEEMED ON THE SECOND BUSINESS DAY PRECEDING THE DIVIDEND PAYMENT DATE FOR EACH SERIES AS FOLLOWS: SERIES M ON JUNE 13, 2008, SERIES T ON JUNE 9, 2008, SERIES W ON JUNE 10, 2008, AND SERIES TH ON JUNE 11, 2008.

(3) Applicable Provisions of the Governing Instrument Pursuant to Which the Securities are to be Redeemed:

SECTION 11(a) AND (c) OF PART 1 OF THE ARTICLES SUPPLEMENTARY TO THE FUND'S ARTICLES OF INCORPORATION.

(4) Number of Shares and the Basis Upon Which the Securities to be Redeemed are to be Selected:

THE FUND INTENDS TO REDEEM, BY LOT (AS DETERMINED BY THE DEPOSITORY TRUST COMPANY), THE NUMBER OF OUTSTANDING APS SET FORTH BELOW:

SERIES -----	NUMBER OF SHARES -----
M	438
T	270
W	438

Please note that this notice serves only to disclose a proposed redemption of each of the APS Series. Such redemption remains subject to the completion of financing.

SIGNATURE

Pursuant to Rule 23c-2 under the Act, the registrant has caused this notification to be duly executed on its behalf in the City of New York and the State of New York on the 19th day of May 2008.

ALLIANCEBERNSTEIN NATIONAL MUNICIPAL INCOME FUND, INC.

By: /s/ Emilie D. Wrapp  
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 Name: Emilie D. Wrapp  
 Title: Secretary

SK 00250 0441 884233

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) Code V Amount (A) or (D) Price ACNB Corporation Common 12/15/2014 12/18/2014 (1) P 64.645 A \$ 21.27 5,893.0525 (2) D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**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. Nature of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable Date	Title Amount or		

Number  
of  
Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lott James J 1230 IDAVILLE YORK SPRINGS ROAD GARDNERS, PA 17324	X			

## Signatures

/s/ Lynda L. Glass as POA for James J. Lott	12/18/2014
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\*\*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) The date of execution was determined in accordance with SEC Rule 16a-3(g)(2) and (g)(4).

- The amount of securities beneficially owned includes 7.0089 shares of common stock purchased for the same Transaction Date of
- (2) December 15, 2014, through the automatic reinvestment of dividends under the ACNB Corporation Dividend Reinvestment and Stock Purchase Plan, which are exempt from the reporting requirements of Section 16 of the Securities Exchange Act of 1934.

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.