

ALLIANCE CAPITAL MANAGEMENT HOLDING LP

Form 4/A

December 22, 2004

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 *
MASTERS SETH J

(Last) (First) (Middle)

**C/O ADAM R.
SPILKA, ALLIANCE CAPITAL
MANAGEMENT CORPORATION**

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**ALLIANCE CAPITAL
MANAGEMENT HOLDING LP
[AC]**

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/09/2004

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

EVP of General Partner

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
				(A) or (D)			
			Code	V	Amount		Price

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)	Amount Number Share
Units of L.P. Interest in Alliance Capital Management L.P.	(1) (2) (3)	12/07/2004		J(4)	8,160,000	(2) (2)	Units rep. assign. of beneficial ownership of l.p. interests	8,160,000

Reporting Owners

Reporting Owner Name / Address	Relationships
MASTERS SETH J C/O ADAM R. SPILKA ALLIANCE CAPITAL MANAGEMENT CORPORATION NEW YORK, NY 10105	Director 10% Owner Officer Other EVP of General Partner

Signatures

/s/ Adam Spilka, by
pwr. att'y 12/22/2004

__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).

The units of limited partnership interest in Alliance Capital Management L.P. ("Alliance Units") are exchangeable for units representing
(1) assignments of beneficial ownership of limited partnership interests in Alliance Capital Management Holding L.P. ("Holding Units") upon the satisfaction of a number of conditions, including those listed in note 2.

Conditions include: (i) the issuance of Holding Units must be exempt from registration pursuant to the Securities Act of 1933 and Holding must have received any necessary representations, opinions or other documentation in connection with such issuance; (ii) the issuance of Holding Units must be permissible under the Amended and Restated Agreement of Limited Partnership of Holding; (iii) AXA
(2) Equitable Life Insurance Company (f/k/a The Equitable Life Assurance Society of the United States, "AELI") must consent to the transfer (which AXA Financial, Inc. ("AXF"), AELI's indirect parent, has agreed to cause AELI to do); and (iv) SCB Inc. ("SCB") must provide an outside legal opinion, reasonably satisfactory to Alliance, stating that the exchange of Alliance Units for Holding Units constitutes a "block transfer" under U.S. Treasury regulations.

As of the date hereof, the status of the foregoing conditions and their ability to be satisfied at the time of any proposed exchange is not
(3) certain. Prior to any such exchange, neither SCB nor SCB Partners Inc. ("Partners") is entitled to any rights as a unit holder of Holding. In addition, the number of Holding Units into which the Alliance Units are exchangeable is subject to adjustment for anti-dilution.

(4) On December 7, 2004, Partners delivered an exercise notice to AXF informing AXF of Partners' intention to require AXF (or its designee) to purchase 8,160,000 Alliance Units from Partners in accordance with the terms of a purchase agreement, dated as of June 20, 2000 ("Purchase Agreement"), among AXF, Alliance and SCB. Such purchase was consummated on December 21, 2004. The purchase price of each Alliance Unit sold to AXF (or its designee) pursuant to the Purchase Agreement was determined by averaging the closing

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prices of a Holding Unit as quoted on the NYSE Composite Transaction Tape for the ten trading days ending on the fifth trading day following December 7, 2004.

Partners may be deemed to own beneficially and directly 16,320,000 Alliance Units. Partners is a direct, wholly-owned subsidiary of SCB. SCB, through its ownership of Partners, may be deemed to own beneficially and indirectly 16,320,000 Alliance Units. SCB disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein. SCB and Partners

- (5) disclaim any beneficial ownership of the Holding Units that they are entitled to receive upon exchange of the Alliance Units because of the uncertainties described in notes 1, 2 and 3. Upon such exchange, however, Partners would be deemed to own beneficially and directly, and SCB may be deemed to own beneficially and indirectly, any such Holding Units into which Alliance Units are exchanged. SCB would disclaim beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Reporting Person, by being a stockholder of SCB, may be deemed to own beneficially and indirectly 16,320,000 Alliance Units.

Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

- (6) Reporting Person also disclaims beneficial ownership of the Holding Units that he is entitled to receive upon exchange of the Alliance Units because of the uncertainties described in notes 1, 2 and 3. Upon such exchange, however, Reporting Person may be deemed to own beneficially and indirectly any such Holding Units into which Alliance Units are exchanged. Reporting Person would disclaim beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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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