Kraus Peter S
Form 3
December 29, 2008

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Kraus Peter S
(Last) (First) (Middle)

C/O ALLIANCEBERNSTEIN L.P.,Â 1345 AVENUE OF THE AMERICAS
(Street)

NEW YORK,Â NYÂ 10105
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/19/2008

3. Issuer Name **and** Ticker or Trading Symbol
ALLIANCEBERNSTEIN HOLDING L.P. [AB]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
Chairman and CEO

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
units rep. assignments of beneficial owner. of lp interests (1) (2)	2,722,052	I	by rabbi trust

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kraus Peter S C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10105	Â X	Â	Â Chairman and CEO	Â

Signatures

/s/ Peter S. Kraus	12/29/2008
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) In connection with the commencement of Reporting Person's tenure as Chairman of the Board of AllianceBernstein Corporation ("Corporation") and Chief Executive Officer of the Corporation, AllianceBernstein L.P. ("AllianceBernstein") and AllianceBernstein Holding L.P. ("Holding") on December 19, 2008, he was granted restricted Holding Units in an amount equal to the lesser of: (i) three million (3,000,000), and (ii) the number of Holding Units equal to $50 million divided by the average closing price on the New York Stock Exchange of a Holding Unit for the twenty (20) trading days ending on and including December 19, 2008 (rounded up to the nearest whole number). Subject to accelerated vesting clauses in Reporting Person's employment agreement (e.g., immediate vesting upon AXA ceasing to control the management of AllianceBernstein's business or Holding ceasing to be publicly traded and certain qualifying terminations of employment), Reporting Person's restricted Holding Units will vest ratably on each of the first five anniversaries of December 19, 2008, commencing December 19, 2009, provided, with respect to each installment, Reporting Person continues to be employed by AllianceBernstein on the vesting date. Reporting Person will be paid the cash distributions payable with respect to his unvested restricted Holding Units and a dollar amount equal to the cash distributions payable with respect to the number of any Holding Units that are withheld by AllianceBernstein to cover his withholding tax obligations as the Holding Units vest. These cash distributions will be paid at the time distributions are made to Holding Unitholders generally, provided that no payments to Reporting Person will be required with respect to any cash distribution with a record date following the earlier of (i) the termination of Reporting Person's employment for any reason, and (ii) December 19, 2013. The calculation described above results in an average closing price of $18.3685 and an equity grant to Reporting Person of 2,722,052 Holding Units.

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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