

MAYER MARC O
Form 4
February 28, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
MAYER MARC O

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

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2005

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Units rep. assign. of beneficial ownership of l.p. interests ⁽¹⁾	02/24/2005		A ⁽²⁾		13,988	A	\$ 42 21,783
Units rep. assign. of beneficial					146,790	I	rabbi trust

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Reporting Person allocated a portion of his 2004 award under the Amended and Restated Alliance Partners Compensation Plan to Holding Units. In so doing, he acquired 13,988 restricted Holding Units. Th award vests (restrictions lapse) in equal annual increments on each of December 1, 2005, 2006, 2007, and 2008.

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