Massad Lori A Form 3 February 13, 2009								
FORM 3 UNITED STAT	TES SECURITIES AN	D EXCHANGE COMMISS	SION	OMB AF	PROVA	L		
	Washington, I	D.C. 20549		OMB Number:	3235-	0104		
INITIAL S	Expires:	Januar	-					
SECURITIESExpired.2005Section 16(a) of the Securities Exchange Act of 1934,Estimated average burden hours per response0.5Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 19400.5								
(Print or Type Responses)								
1. Name and Address of Reporting	2. Date of Event Requiring	3. Issuer Name and Ticker or Tradi	ing Sym	bol				
Person *	Statement	ALLIANCEBERNSTEIN HOLDING L.P. [AB]						
Massad Lori A	(Month/Day/Year)				1			
(Last) (First) (Middle)	02/11/2009	5. If Amendment, Date Original Filed(Month/Day/Year)						
C/O ALLIANCEBERNSTEIN				·				
L.P., 1345 AVENUE OF THE		(Check all applicable)						
AMERICAS		Director 10% Owner						
(Street)		X_Officer Other	6. Indi	vidual or Joint	/Group			
		(give title below) (specify below) EVP and Chief Talent Officer	U .	Check Applicat	· · · ·	ç		

NEW YORK, NYÂ 10105

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Beneficially Owned				
1.Title of Secu (Instr. 4)	ırity		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. as lp interests	•	benificial owner. of	2,199 (2)	Ι	by rabbi trust under deferred compensation plan		
-	oort on a separat	e line for each class of sec	urities beneficially	SEC 1473 (7-02))		

Person

Reporting Person

____ Form filed by More than One

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.

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

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

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

Reporting Owners

Reporting Owner Name / Address		Relationships					
		Director	10% Owner	Officer	Other		
Massad Lori A C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		Â	Â	EVP and Chief Talent Officer	Â		
Signatures	S						
/s/ Lori A. Massad	02/13/2009						
<u>**</u> 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")

Reporting Person notionally invested a portion of her 2008 award under an employee deferred compensation plan in Holding Units. In so doing, she may be deemed to have acquired 2,199 Holding Units. These Holding Units are held in a rabbi trust under the compensation

(2) doing, she may be deemed to have acquired 2,199 Holding Onits. These Holding Onits are held in a fabor trust under the compensation plan until they are distributed to Reporting Person. The award vests (restrictions on Reporting Person's ability to sell the Holding Units lapse) in equal annual increments on each of December 1, 2009, 2010, 2011 and 2012.

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.