

Gingrich James A
Form 4
July 27, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gingrich James A

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
07/25/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Operating Officer

C/O ALLIANCEBERNSTEIN
L.P., 1345 AVENUE OF THE
AMERICAS

(Street)

4. 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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/25/2017		S ⁽²⁾		10,000	D \$ 24.9125 ⁽³⁾	255,581	D	
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/25/2017		M		10,000	A \$ 17.05	265,581	D	

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units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/25/2017	S ⁽²⁾	10,000	D	\$ 24.9125 ⁽³⁾	255,581	D
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/26/2017	S ⁽²⁾	10,000	D	\$ 25	245,581	D
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/26/2017	M	10,000	A	\$ 17.05	255,581	D
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/26/2017	S ⁽²⁾	10,000	D	\$ 25	245,581	D
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/27/2017	S ⁽²⁾	10,000	D	\$ 25	235,581	D
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/27/2017	M	10,000	A	\$ 17.05	245,581	D
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	07/27/2017	S ⁽²⁾	10,000	D	\$ 25	235,581	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.

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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
AB Holding Unit option (right to buy)	\$ 17.05	07/25/2017	M		10,000		01/23/2010 ⁽⁴⁾	01/23/2019	AB Holding Units	10,000
AB Holding Unit option (right to buy)	\$ 17.05	07/26/2017	M		10,000		01/23/2010 ⁽⁴⁾	01/23/2019	AB Holding Units	10,000
AB Holding Unit option (right to buy)	\$ 17.05	07/27/2017	M		10,000		01/23/2010 ⁽⁴⁾	01/23/2019	AB Holding Units	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gingrich James A C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105			Chief Operating Officer	

Signatures

/s/ David M. Lesser,
attorney-in-fact

07/27/2017

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) Units representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding L.P. ("AB Holding Units").

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- (2) Reporting Person sold AB Holding Units pursuant to a Rule 10b5-1 Plan.
- (3) Reporting Person sold 3,500 AB Holding Units at \$24.75 per Unit and 6,500 AB Holding Units at \$25.00 per Unit. The price set forth in the table is the weighted average of his sales at these prices.
- (4) The option vested in equal annual increments on each of January 23, 2010, 2011, 2012, 2013 and 2014.

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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