Gingrich James A
Form 4
August 14, 2017

FORM 4

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

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

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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).

(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Operating Officer

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 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)	08/10/2017		S(2)		3,500	D	$ 24.45	199,159	D	
units rep. assignments of beneficial owner. of lp interests (1)	08/10/2017		M		3,500	A	$ 17.05	202,659	D	

units rep. assignments of beneficial owner. of lp interests (1)	08/10/2017		S(2)	3,500	D	$ 24.45	199,159	D
units rep. assignments of beneficial owner. of lp interests (1)	08/11/2017		S(2)	3,500	D	$ 23.4	195,659	D
units rep. assignments of beneficial owner. of lp interests (1)	08/11/2017		M	3,500	A	$ 17.05	199,159	D
units rep. assignments of beneficial owner. of lp interests (1)	08/11/2017		S(2)	3,500	D	$ 23.4	195,659	D
units rep. assignments of beneficial owner. of lp interests (1)	08/14/2017		S(2)	3,500	D	$ 23.9	192,159	D
units rep. assignments of beneficial owner. of lp interests (1)	08/14/2017		M	3,500	A	$ 17.05	195,659	D
units rep. assignments of beneficial owner. of lp interests (1)	08/14/2017		S(2)	3,500	D	$ 23.9	192,159	D

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

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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

(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	08/10/2017	M			3,500	01/23/2010[3]	01/23/2019	AB Holding Units	3,500
AB Holding Unit option (right to buy)	$ 17.05	08/11/2017	M			3,500	01/23/2010[3]	01/23/2019	AB Holding Units	3,500
AB Holding Unit option (right to buy)	$ 17.05	08/14/2017	M			3,500	01/23/2010[3]	01/23/2019	AB Holding Units	3,500

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	08/14/2017
**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").

(2) Reporting Person sold AB Holding Units pursuant to a Rule 10b5-1 Plan.

(3) 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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