

ALLIANCE CAPITAL MANAGEMENT HOLDING LP
 Form 4
 December 09, 2004

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 *
 GORDON MARK R

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ALLIANCE CAPITAL
 MANAGEMENT HOLDING LP
 [NOT PUBLIC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/07/2004

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
units of limited partnership interest (Units)	12/07/2004		J ⁽¹⁾⁽²⁾	V	8,160,000	D	by SCB Partners ⁽³⁾
					\$ 0 <u>(1)</u> <u>(2)</u>		
					16,320,000 <u>(3)</u>	I <u>(3)</u>	

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

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 (9-02)

displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON MARK R C/O ADAM R. SPILKA ALLIANCE CAPITAL MANAGEMENT CORPORATION NEW YORK, NY 10105			EVP of General Partner	

Signatures

/s/ Adam Spilka, by
pwr. att'y 12/09/2004

**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).
- On December 7, 2004, SCB Partners Inc. ("Partners") delivered an exercise notice to AXA Financial, Inc. ("AXF") informing AXF of Partners' intention to require AXF (or its designee) to purchase 8,160,000 Units from Partners in accordance with the terms of a purchase agreement dated as of June 20, 2000 ("Purchase Agreement") among AXF, Alliance Capital Management L.P. and SCB Inc. ("SCB").
- (1) The purchase price for each Unit that may be sold to AXF pursuant to the Purchase Agreement upon delivery of such exercise notice will be the average closing prices of a Holding Unit (as defined below) as quoted on the NYSE Composite Transaction Tape for the ten trading days ending on the fifth trading day following December 7, 2004. Upon the purchase by AXF (or its designee) of the 8,160,000 Units, Partners will hold 16,320,000 Units.
 - (2) As used herein, the term "Holding Unit" means a unit representing assignments of beneficial ownership of limited partnership inte rests in Alliance Capital Management Holding L.P.
 - (3) Partners is a direct, wholly-owned subsidiary of SCB. SCB, through its ownership of Partners, may be deemed to own beneficially and indirectly 16,320,000 Units following the transaction described herein. SCB disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein. Reporting Person, by being a stockholder of SCB, may be deemed to own

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beneficially and indirectly 16,320,000 Units following the transaction described herein. Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

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.