MAYER MARC O

Form 4

February 28, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

C/O ADAM R.

1. Name and Address of Reporting Person * MAYER MARC O

2. Issuer Name and Ticker or Trading

Symbol

ALLIANCE CAPITAL MANAGEMENT HOLDING LP

[AC]

(Last) (First) (Middle)

3. Date of Earliest Transaction

02/24/2005

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

EVP of General Partner

SPILKA, ALLIANCE CAPITAL MANAGEMENT CORPORATION

> (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

NEW YORK, NY 10105

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Units rep. assign. of

beneficial 02/24/2005 ownership

 $A^{(2)}$ \$ 42 21,783 13,988 A

D

of l.p.

interests (1)

Ι rabbi trust Units rep. 146,790

assign. of beneficial Edgar Filing: MAYER MARC O - Form 4

ownership of l.p. interests

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title and Amount of		9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monda Day/ Teal)	any (Month/Day/Year)	Code (Instr. 8)	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Underlying Securities (Instr. 3 an	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Amo or Title Num of Shar		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MAYER MARC O C/O ADAM R. SPILKA ALLIANCE CAPITAL MANAGEMENT CORPORATION NEW YORK, NY 10105

EVP of General Partner

Signatures

/s/ Adam Spilka, by 02/28/2005 pwr. att'y

**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).
- Units representing assignments of beneficial ownership of limited partnership interests in Alliance Capital Management Holding L. P. ("Holding Units").

(2)

Reporting Owners 2

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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.

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. ntrol.(2)Performance-Based Restricted Stock Units and Service-Based Restricted Stock Units terminate upon their payout.(3)This number represents payout at target. Actual payout may be adjusted up or down depending upon achievement of performance targets.

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