

ALLIANCE CAPITAL MANAGEMENT HOLDING LP
 Form 4
 December 09, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SCB INC

2. Issuer Name and Ticker or Trading Symbol
 ALLIANCE CAPITAL MANAGEMENT HOLDING LP [AC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___ Officer (give title below) Other (specify below)
 See Footnote 4.

(Last) (First) (Middle)
 50 MAIN STREET, SUITE 1000
 (Street)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WHITE PLAINS, NY 10606

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

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)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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purchase agreement, dated as of June 20, 2000 (the "Purchase Agreement"), among AXA Financial, Alliance Capital Management L.P. and SCB. The purchase price for each Unit that may be sold to AXA Financial pursuant to the Purchase Agreement upon the delivery of such exercise notice will be the average of the closing prices of a Holding Unit as quoted on the NYSE Composite Transaction Tape or as otherwise quoted or reported for the ten trading days ending on the fifth trading day following December 7, 2004. Upon the purchase by AXA Financial (or its designee) of all of the Units in respect of which Partners delivered such exercise notice, Partners will hold 16,320,000 Units.

- Upon the purchase by AXA Financial (or its designee) of all of the Units in respect of which Partners delivered such exercise notice, Partners may be deemed to own beneficially and directly 16,320,000 Units. 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 such purchase. SCB disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein. The Reporting
- (4) Persons disclaim any beneficial ownership of the Holding Units that they are entitled to receive upon exchange of the Units because of the uncertainties described in footnote 1. Upon such exchange, however, Partners would be deemed to own beneficially and directly any such Holding Units into which Units were exchanged. SCB would disclaim beneficial ownership of such securities except to the extent of its 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.