

## 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 or Section 30(h) of the Investment Company  
Act of 1940

☐ 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 -<br>BANK OF AMERICA CORP /DE/              |                                            | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>ALLIANCEBERNSTEIN NATIONAL MUNICIPAL<br>INCOME FUND [AFB] |                                      | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director<br>____ Officer (give title below)<br>____ <input checked="" type="checkbox"/> 10% Owner<br>____ Other (specify below) |                            |                                                                                                     |                                                                         |                                                                   |
| (Last) (First) (Middle)<br>BANK OF AMERICA CORPORATE CENTER, 100 N.<br>TRYON STREET |                                            | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/17/2011                                                  |                                      |                                                                                                                                                                                                                    |                            |                                                                                                     |                                                                         |                                                                   |
| (Street)<br>CHARLOTTE, NC 28255                                                     |                                            | 4. If Amendment, Date Original Filed(Month/Day/Year)                                                            |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>____ Form filed by One Reporting Person<br>____ <input checked="" type="checkbox"/> Form filed by More than One Reporting Person                     |                            |                                                                                                     |                                                                         |                                                                   |
| (City) (State) (Zip)                                                                |                                            | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned                                |                                      |                                                                                                                                                                                                                    |                            |                                                                                                     |                                                                         |                                                                   |
| 1. Title of Security<br>(Instr. 3)                                                  | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                                                     | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)                                                                                                                                            |                            | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|                                                                                     |                                            |                                                                                                                 | Code                                 | V                                                                                                                                                                                                                  | Amount (A) or<br>(D) Price |                                                                                                     |                                                                         |                                                                   |
| Common Stock                                                                        | 11/17/2011                                 |                                                                                                                 | P                                    |                                                                                                                                                                                                                    | 7,391 A \$ 13.82           | 7,391                                                                                               | I                                                                       | By<br>Subsidiary                                                  |
| Common Stock                                                                        | 11/17/2011                                 |                                                                                                                 | S                                    |                                                                                                                                                                                                                    | 1,591 D \$ 13.8            | 5,800                                                                                               | I                                                                       | By<br>Subsidiary                                                  |
| Common Stock                                                                        | 11/17/2011                                 |                                                                                                                 | S                                    |                                                                                                                                                                                                                    | 1,900 D \$ 13.81           | 3,900                                                                                               | I                                                                       | By<br>Subsidiary                                                  |
| Common Stock                                                                        | 11/17/2011                                 |                                                                                                                 | S                                    |                                                                                                                                                                                                                    | 1,200 D \$ 13.82           | 2,700                                                                                               | I                                                                       | By<br>Subsidiary                                                  |
| Common Stock                                                                        | 11/17/2011                                 |                                                                                                                 | S                                    |                                                                                                                                                                                                                    | 400 D \$ 13.83             | 2,300                                                                                               | I                                                                       | By<br>Subsidiary                                                  |
| Common Stock                                                                        | 11/17/2011                                 |                                                                                                                 | S                                    |                                                                                                                                                                                                                    | 500 D \$ 13.84             | 1,800                                                                                               | I                                                                       | By<br>Subsidiary                                                  |
| Common Stock                                                                        | 11/17/2011                                 |                                                                                                                 | S                                    |                                                                                                                                                                                                                    | 1,000 D \$ 13.85           | 800                                                                                                 | I                                                                       | By<br>Subsidiary                                                  |
| Common Stock                                                                        | 11/17/2011                                 |                                                                                                                 | S                                    |                                                                                                                                                                                                                    | 600 D \$ 13.86             | 200                                                                                                 | I                                                                       | By<br>Subsidiary                                                  |
| Common Stock                                                                        | 11/17/2011                                 |                                                                                                                 | S                                    |                                                                                                                                                                                                                    | 200 D \$ 13.88             | 0                                                                                                   | I                                                                       | By<br>Subsidiary                                                  |

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. 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<br>Derivative Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable<br>and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|                                                  |                                                                    |                                            |                                                             | Code                                 | V                                                                                                      | (A) (D)                                                        | Date<br>Exercisable                                                 | Expiration<br>Date                                  | Title                                                                                                                      | Amount or Number<br>of Shares                                                                         |                                                                    |

## Reporting Owners

| Reporting Owner Name / Address                                                                              | Relationships |              |         |       |
|-------------------------------------------------------------------------------------------------------------|---------------|--------------|---------|-------|
|                                                                                                             | Director      | 10%<br>Owner | Officer | Other |
| BANK OF AMERICA CORP /DE/<br>BANK OF AMERICA CORPORATE CENTER<br>100 N. TRYON STREET<br>CHARLOTTE, NC 28255 |               | X            |         |       |
| MERRILL LYNCH, PIERCE, FENNER & SMITH INC.<br>4 WORLD FINANCIAL CENTER NORTH TOWER<br>NEW YORK, NY 10080    |               | X            |         |       |

## Signatures

Bank of America Corporation, By: /s/ Gary Whitman, Authorized Signatory

11/28/2011

\*\*Signature of Reporting Person

Date

|                                                                                                                |  |            |
|----------------------------------------------------------------------------------------------------------------|--|------------|
| Merrill Lynch, Pierce, Fenner & Smith Incorporated, By: /s/ Lawrence Emerson, Title: Attorney-In-Fact          |  | 11/28/2011 |
|  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).

**Remarks:**  
The transactions reported on this Form 4 were effected by Merrill Lynch, Pierce, Fenner & Smith Incorporated, an indirect, wholly owned subsidiary of Bank of America Corporation.

Disgorgement of profits, if applicable, based on transactions reported above is being made by the Reporting Persons to the Issuer.

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.