BLACKROCK MUNIHOLDINGS FUND INC
Form 3
March 10, 2009

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â ROYAL BANK OF CANADA \

(Last) (First) (Middle)

200 BAY STREET

(Street)

TORONTOÂ M5J 2J5

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/28/2009

3. Issuer Name **and** Ticker or Trading Symbol
BLACKROCK MUNIHOLDINGS FUND INC [MHD]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

5. 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 Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Auction Rate Preferred	372 (1) (2)	I	By subsidiary

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROYAL BANK OF CANADA \ 200 BAY STREET TORONTOÂ M5J 2J5	Â	Â X	Â	Â

Signatures

Royal Bank of Canada, By: /s/ Tom Smee, Senior Vice President	03/06/2009
**Signature of Reporting Person	Date
/s/ Bryan Osmar, Senior Vice President	03/06/2009
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) The Auction Preferred Shares ("Shares") reported in Table 1 represent 372 Shares beneficially owned by RBC Capital Markets Corporation, which is an indirectly wholly owned subsidiary of Royal Bank of Canada ("RBC").

(2) The 372 Shares reported herein represent RBC's combined holdings in multiple series of auction preferred securities of the issuer, which are treated herein as one class of securities in accordance with the Auction Rate Securities - Global Exemptive Relief no-action letter issued by the Securities and Exchange Commission (the "SEC") on September 22, 2008. RBC undertakes to provide, upon request by the SEC staff, the issuer or a security holder of the issuer, complete information regarding the number of securities purchased or sold at each different price and date of all transactions in such securities that occurred after RBC became a 10% owner but prior to the date of this filing.

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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