

BLACKROCK MUNIHOLDINGS FUND INC  
Form N-23C-2  
December 19, 2011

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

RULE 23C-2 NOTICE OF INTENTION TO REDEEM SECURITIES

of

BlackRock MuniHoldings Fund, Inc.  
100 Bellevue Parkway  
Wilmington, DE 19809  
(888) 825-2257

under the

Investment Company Act of 1940

Investment Company Act File No. 811-08081

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1. Title of the class of securities of BlackRock MuniHoldings Fund, Inc. (the "Fund") to be redeemed:

Auction Market Preferred Stock, liquidation preference \$25,000 per share, as identified by series and CUSIP in Annex A hereto (the "Shares").

2. The date on which the securities are to be called or redeemed:

See Annex A for the dates on which Shares of each series are to be redeemed (the "Redemption Date").

3. The applicable provisions of the governing instrument pursuant to which the securities are to be called or redeemed:

The Shares are to be redeemed pursuant to Section 4(a)(i) of the Fund's Articles Supplementary.

4. The principal amount or number of shares and the basis upon which the securities to be redeemed are to be selected:

The Fund will redeem all of its outstanding Shares. See Annex A for information concerning the number of Shares of each series and the aggregate principal amount of Shares of each series to be redeemed.



SIGNATURE

Pursuant to the requirement of Rule 23c-2 of the Investment Company Act of 1940, the Fund has duly caused this Notice of Intention to Redeem Securities to be signed on its behalf by the undersigned on this 19th day of December, 2011.

BLACKROCK MUNIHOLDINGS FUND, INC.

By: /s/ Neal J. Andrews  
Name: Neal J. Andrews  
Title: Chief Financial Officer

| Series | Cusip     | Redemption Date  | Total Shares to be Redeemed | Principal Amount to be Redeemed |
|--------|-----------|------------------|-----------------------------|---------------------------------|
| A-7    | 09253N203 | January 11, 2012 | 1,473                       | \$36,825,000                    |
| B-7    | 09253N302 | January 6, 2012  | 1,473                       | \$36,825,000                    |
| C-7    | 09253N401 | January 10, 2012 | 402                         | \$10,050,000                    |