

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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 or Section 30(h) of the Investment Company
Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person BANK OF AMERICA CORP /DE/	2. Issuer Name and Ticker or Trading Symbol BLACKROCK MUNIHOLDINGS FUND II , INC [MUH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ Officer (give title below) ____ ☒ 10% Owner ____ Other (specify below)
(Last) (First) (Middle) BANK OF AMERICA CORPORATE CENTER, 100 N. TRYON STREET	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2010	
(Street) CHARLOTTE, NC 28255	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
(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/30/2010		P		687	A	\$ 14.39	687	I	By Subsidiary
Common Stock	11/30/2010		P		113	A	\$ 14.4	800	I	By Subsidiary
Common Stock	11/30/2010		P		200	A	\$ 14.41	1,000	I	By Subsidiary
Common Stock	11/30/2010		P		200	A	\$ 14.42	1,200	I	By Subsidiary
Common Stock	11/30/2010		P		900	A	\$ 14.43	2,100	I	By Subsidiary
Common Stock	11/30/2010		P		400	A	\$ 14.45	2,500	I	By Subsidiary
Common Stock	11/30/2010		P		100	A	\$ 14.64	2,600	I	By Subsidiary
Common Stock	11/30/2010		S		347	D	\$ 14.4	2,253	I	By Subsidiary
Common Stock	11/30/2010		S		300	D	\$ 14.41	1,953	I	By Subsidiary
Common Stock	11/30/2010		S		200	D	\$ 14.42	1,753	I	By Subsidiary
Common Stock	11/30/2010		S		700	D	\$ 14.44	1,053	I	By Subsidiary
Common Stock	11/30/2010		S		253	D	\$ 14.45	800	I	By Subsidiary
Common Stock	11/30/2010		S		300	D	\$ 14.47	500	I	By Subsidiary
Common Stock	11/30/2010		S		500	D	\$ 14.48	0	I	By 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N. TRYON STREET CHARLOTTE, NC 28255		X		
MERRILL LYNCH, PIERCE, FENNER & SMITH INC. 4 WORLD FINANCIAL CENTER NORTH TOWER NEW YORK, NY 10080		X		

Signatures

Bank of America Corporation, By: /s/ Beth Dorfman, Authorized Signatory		03/18/2011
 Signature of Reporting Person		Date
Merrill Lynch, Pierce, Fenner & Smith Incorporated, By: /s/ Lawrence Emerson, Title: Attorney-In-Fact		03/18/2011
 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.