

FORM 3

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

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response... 0.5

INITIAL STATEMENT OF 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 [*] MERRILL LYNCH & CO., INC. (Last) (First) (Middle) 4 WORLD FINANCIAL CENTER (Street) NEW YORK,, NY 10080 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/31/2008	3. Issuer Name and Ticker or Trading Symbol BLACKROCK MUNIHOLDINGS FUND II , INC [MUH]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____X____ 10% Owner ____ Officer (give title below) ____ Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person ____X____ 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 ⁽¹⁾	274 ⁽¹⁾ ⁽²⁾	I	See footnote ⁽³⁾		

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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER NEW YORK,, NY 10080		X		
MERRILL LYNCH, PIERCE, FENNER & SMITH INC. 4 WORLD FINANCIAL CENTER NEW YORK,, NY 10080		X		

Signatures

Merrill Lynch & Co, Inc., By: /s/ Pia Thompson, Assistant Secretary		01/09/2009
^{**} Signature of Reporting Person		Date
Merrill Lynch, Pierce, Fenner & Smith, Inc., By: /s/ Pia Thompson, Assistant Secretary		01/09/2009
^{**} 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).

- The securities reported on this Form 3 are subject to repurchase under the terms of Merrill Lynch & Co.'s ("MLCO") settlement with the Securities and Exchange Commission (the "Commission"), et alia, with respect to certain auction rate securities ("Subject Securities") sold by MLCO and/or held by customers in accounts at
- (1) MLCO. The repurchases of the Subject Securities by MLCO, and the reporting of its holdings of such Subject Securities by MLCO, are being made in reliance on the Auction Rate Securities-Global Relief Letter issued by the Commission on September 22, 2008 (the "Relief Letter"). In reliance on the Relief Letter, we are reporting our holdings of each series of preferred stock of the issuer on a consolidated basis as a single class of securities.
- In further reliance on the Relief Letter, we will not file Forms 4 to report changes in our beneficial ownership of the issuer's preferred stock. However, in compliance with
- (2) the terms of the Relief Letter, we hereby undertake to provide upon request by the Commission, the issuer or a security holder of the issuer, complete information regarding the number of equity securities of the issuer purchased or sold at each different price and date of all transactions in such securities that occurred after we became a 10% owner but prior to the date of this filing.
- (3) Merrill Lynch & Co., Inc. indirectly through its wholly-owned subsidiary Merrill Lynch, Pierce, Fenner & Smith Incorporated owns 274 shares of the issuer's preferred stock.

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.