

BLACKROCK MUNIHOLDINGS FUND II , INC

Form 3

March 10, 2009

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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,
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)
02/28/20093. Issuer Name **and** Ticker or Trading SymbolBLACKROCK MUNIHOLDINGS FUND II , INC
[MUH]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)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

286 ⁽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)

**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.****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)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. 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)
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Reporting Owners

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

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 286 Shares beneficially owned by RBC Capital Markets Corporation, which is an indirectly wholly owned subsidiary of Royal Bank of Canada ("RBC").

- (2) The 286 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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