

BLACKROCK MUNIHOLDINGS FUND INC  
Form NT-NCSR  
December 29, 2006

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

FORM 12b-25

Commission File Number 811-08081  
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CUSIP Number 09253N 104  
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NOTIFICATION OF LATE FILING

(Check One):

- |                                     |  |
|-------------------------------------|--|
| <input type="checkbox"/> Form 10-K  | <input type="checkbox"/> Form 20-F             |
| <input type="checkbox"/> Form 11-K  | <input type="checkbox"/> Form 10-Q             |
| <input type="checkbox"/> Form N-SAR | <input checked="" type="checkbox"/> Form N-CSR |

For Period Ended: October 31, 2006  
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- |                          |                                 |
|--------------------------|---------------------------------|
| <input type="checkbox"/> | Transition Report on Form 10-K  |
| <input type="checkbox"/> | Transition Report on Form 20-F  |
| <input type="checkbox"/> | Transition Report on Form 11-K  |
| <input type="checkbox"/> | Transition Report on Form 10-Q  |
| <input type="checkbox"/> | Transition Report on Form N-SAR |
| <input type="checkbox"/> | Transition Report on Form N-CSR |

For the Transition Period Ended:\_\_\_\_\_

Read Attached Instruction Sheet Before Preparing Form. Please Print  
or Type.

Nothing in this form shall be construed to imply that the Commission  
has verified any information contained herein.

If the notification relates to a portion of the filing checked above,  
identify the Item(s) to which the notification relates:\_\_\_\_\_

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PART I  
REGISTRANT INFORMATION

BlackRock MuniHoldings Fund, Inc.

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Full Name of Registrant

MuniHoldings Fund, Inc.

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Former Name if Applicable

800 Scudders Mill Road

-----  
Address of Principal Executive Office (Street and Number)

Plainsboro, New Jersey 08536

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City, State and Zip Code

PART II  
RULE 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate) X

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(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K, Form N-SAR or Form N-CSR, or portion thereof will be filed on or before the 15th calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

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PART III  
NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR or the transition report or portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed.)

Due to a recent change in the accounting interpretation of the presentation in the Fund's financial statements of investments in tender option bonds or inverse floating rate bonds, the Fund is not able to finalize the presentation of these investments in its financial statements for a timely

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filing of its Form N-CSR to be made. The Fund's Form N-CSR will be completed and filed with the Securities and Exchange Commission as soon as practicable.

PART IV  
OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification.

Donald C. Burke

(609) 282-7085

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(Name)

(Area code) (Telephone number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  
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No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes

No  
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If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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Date December 28, 2006  
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By /s/ Donald C. Burke  
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Donald C. Burke  
Vice President and Treasurer

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