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MUNIHOLDINGS FUND INC  
Form N-PX  
July 20, 2006

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY

Investment Company Act File Number 811-08081

Name of Fund: MuniHoldings Fund, Inc.

Fund Address: P.O. Box 9011  
Princeton, NJ 08543-9011

Name and address of agent for service:

Robert C. Doll, Jr., Chief Executive Officer, MuniHoldings Fund, Inc.,  
800 Scudders Mill Road, Plainsboro, NJ, 08536. Mailing address: P.O.  
Box 9011, Princeton, NJ, 08543-9011

Registrant's telephone number, including area code: (609) 282-2800

Date of fiscal year end: 04/30/2007

Date of reporting period: 07/01/2005 - 06/30/2006

Item 1 - Proxy Voting Record - The Fund held no voting securities during the  
period covered by this report.  
No records are attached.

Pursuant to the requirements of the Investment Company Act of 1940, the  
registrant has duly caused this report to be signed on its behalf by the  
undersigned, thereunto duly authorized.

MuniHoldings Fund, Inc.

By: /s/ Robert C. Doll, Jr.  
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Robert C. Doll, Jr.  
Chief Executive Officer  
MuniHoldings Fund, Inc.

Date: July 20, 2006