

BLACKHAWK NETWORK HOLDINGS, INC

Form 4

March 18, 2014

FORM 4

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

OMB APPROVAL

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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, 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 *
CRUM CHRISTOPHER C

2. Issuer Name and Ticker or Trading Symbol
BLACKHAWK NETWORK HOLDINGS, INC [HAWK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6220 STONERIDGE MALL RD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Sales

PLEASANTON, CA 94588

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/14/2014		C ⁽¹⁾		3,000	A	②
Class A Common Stock	03/14/2014		S		3,000	D	\$ 26.49
Class A Common Stock	03/14/2014		C ⁽¹⁾		9,000	A	②
Class A Common	03/14/2014		S		9,000	D	③

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 21.031	03/14/2014		M		(4)	10/18/2018	Class B Common Stock	3,000
Class B Common Stock	(2)	03/14/2014		M	3,000	(2)	(2)	Class A Common Stock	3,000
Class B Common Stock	(2)	03/14/2014		C	3,000	(2)	(2)	Class A Common Stock	3,000
Stock Appreciation Right	\$ 18.491	03/14/2014		M	4,500	(5)	05/14/2019	Class B Common Stock	4,500
Class B Common Stock	(2)	03/14/2014		M	4,500	(2)	(2)	Class A Common Stock	4,500
Class B Common Stock	(2)	03/14/2014		C	4,500	(2)	(2)	Class A Common Stock	4,500
Stock Appreciation Right	(2)	03/14/2014		M	4,500	(5)	05/14/2019	Class B Common Stock	4,500
Class B Common Stock	(2)	03/14/2014		M	4,500	(2)	(2)	Class A Common Stock	4,500

Class B Common Stock	(2)	03/14/2014	C	4,500	(2)	(2)	Class A Common Stock	4,5
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRUM CHRISTOPHER C 6220 STONERIDGE MALL RD PLEASANTON, CA 94588			SVP, Sales	

Signatures

/s/ Marcia Peterson, Attorney-in-Fact for Christopher C. Crum	03/18/2014
**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).
- (1) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock at the election of the Reporting Person.

Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock upon the occurrence of a Conversion Event, as such term is defined in section 3(a)(ii) of the Issuer's Amended and Restated Certificate of Incorporation.
 - (3) Transaction executed in multiple trades at prices ranging from \$26.407 to \$26.81 per share, inclusive. The price reported in column 4 of Table I above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
 - (4) The shares vest pursuant to the following schedule: Twenty Percent (20%) of the shares subject to the option vest on each of the first, second, third, fourth and fifth anniversary of March 14, 2011, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
 - (5) The shares vest pursuant to the following schedule: Twenty Percent (20%) of the shares subject to the option vest on each of the first, second, third, fourth and fifth anniversary of March 14, 2012, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

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.