

BLACKHAWK NETWORK HOLDINGS, INC
 Form 4
 July 24, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
07/22/2014

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

PLEASANTON, CA 94588
 (City) (State) (Zip)

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

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 or (D) Price | | |
| Class B Common Stock | 07/22/2014 | | M | | 1,000 A \$ 10.52 | 5,000 | D |
| Class B Common Stock | 07/22/2014 | | M | | 6,000 A \$ 22.4 | 11,000 | D |
| Class B Common Stock | 07/22/2014 | | M | | 5,625 A \$ 20 | 16,625 | D |
| Class B Common | 07/22/2014 | | S | | 12,625 D \$ | 4,000 | D |
| | | | | | 27.319 | | |

Stock (1)
 Class A
 Common 577 (2) D
 Stock

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

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. 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 10.52 | 07/22/2014 | | M | 1,000 | (3) 05/05/2016 | Class B Common Stock | 1,000 |
| Stock Option (Right to Buy) | \$ 22.4 | 07/22/2014 | | M | 6,000 | (4) 10/18/2018 | Class B Common Stock | 6,000 |
| Stock Option (Right to Buy) | \$ 20 | 07/22/2014 | | M | 5,625 | (5) 03/26/2020 | Class B Common Stock | 5,625 |

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/ Suzan S. Rowland, Attorney-in-Fact for Christopher C.
Crum

07/24/2014

__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).
Transaction executed in multiple trades at prices ranging from \$28.28 to \$28.375 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
(1) 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.
(2) The Class A common stock were acquired on 04/30/14 pursuant to the Blackhawk Network Holdings, Inc. 2013 Employee Stock Purchase Plan ("ESPP"). The ESPP shares were acquired in transactions exempt from Section 16(b).
The shares vest pursuant to the following schedule: Twenty Percent (20%) of the shares subject to the option vest on each of the first,
(3) second, third, fourth and fifth anniversary of May 5, 2009, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
The shares vest pursuant to the following schedule: Twenty Percent (20%) of the shares subject to the option vest on each of the first,
(4) 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.
The shares vest pursuant to the following schedule: Twenty-Five Percent (25%) of the shares subject to the option vest on each of the
(5) first, second, third, and fourth anniversary of March 26, 2013, 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.