

Lockie Joan B
Form 4
June 15, 2018

FORM 4

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

OMB APPROVAL

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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 *
Lockie Joan B

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 ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Accounting Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount (A) or (D) Price			
Common Stock	06/15/2018		M	1,987 (1) A \$ 0	0 (1)	D	
Common Stock	06/15/2018		M	4,800 (1) A \$ 0	0 (1)	D	
Common Stock	06/15/2018		D(2)	15,117 D \$ 45.25	0 (2)	D	
Common Stock	06/15/2018		D(1)	7,762 D \$ 45.25	0 (1)	D	
Common Stock	06/15/2018		D(1)	2,138 D \$ 45.25	0 (1)	D	

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Common Stock 06/15/2018 D⁽³⁾ 8,839 D (3) 0 (3) D

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

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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
Restricted Stock Units	\$ 0	06/15/2018		M	1,987	06/15/2018 ⁽¹⁾	⁽¹⁾	Common Stock	1,987
Restricted Stock Units	\$ 0	06/15/2018		M	4,800	06/15/2018 ⁽¹⁾	⁽¹⁾	Common Stock	4,800
Stock Option (Right to Purchase)	\$ 20	06/15/2018		D ⁽⁴⁾	20,000	03/26/2017	⁽⁴⁾	Common Stock	20,000
Stock Option (Right to Purchase)	\$ 26.73	06/15/2018		D ⁽⁴⁾	8,550	03/12/2018	⁽⁴⁾	Common Stock	8,550
Stock Option (Right to Purchase)	\$ 39.11	06/15/2018		D ⁽⁴⁾	8,650	06/15/2018 ⁽⁴⁾	⁽⁴⁾	Common Stock	8,650
Stock Option (Right to Purchase)	\$ 38.85	06/15/2018		D ⁽⁴⁾	10,100	06/15/2018 ⁽⁴⁾	⁽⁴⁾	Common Stock	10,100
Stock Appreciation Rights	\$ 18.49	06/15/2018		D ⁽⁵⁾	12,500	03/14/2017	⁽⁵⁾	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

