Dmochowski Daniel J

Form 3

April 18, 2013

FORM 3

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

INITIAL STATEMENT OF 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 [*] Â Dmochowski Daniel J (Last) (First) (Middle) C/O BLACKHAWK NETWORK HOLDINGS, INC.,Â 6220 STONERIDGE MALL ROAD (Street) PLEASANTON,Â CAÂ 94588 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/18/2013	3. Issuer Name **and** Ticker or Trading Symbol BLACKHAWK NETWORK HOLDINGS, INC [HAWK]
	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner __X__ Officer _____ Other (give title below) (specify below) President, International	5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	38,600	$ 0	D	Â
Stock Option (Right to Buy)	Â (2)	02/23/2014	Class B Common Stock	40,000	$ 6.63	D	Â
Stock Option (Right to Buy)	Â (2)	04/25/2015	Class B Common Stock	20,000	$ 6.63	D	Â
Stock Option (Right to Buy)	Â (3)	05/05/2016	Class B Common Stock	17,500	$ 9.15	D	Â
Stock Option (Right to Buy)	Â (4)	03/09/2017	Class B Common Stock	17,500	$ 13.63	D	Â
Stock Option (Right to Buy)	Â (5)	10/18/2018	Class B Common Stock	20,000	$ 21.03	D	Â
Stock Option (Right to Buy)	Â (6)	03/26/2020	Class B Common Stock	50,000	$ 20	D	Â
Stock Appreciation Rights	Â (7)	05/14/2019	Class B Common Stock	40,000	$ 18.49	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dmochowski Daniel J C/O BLACKHAWK NETWORK HOLDINGS, INC. 6220 STONERIDGE MALL ROAD PLEASANTON,Â CAÂ 94588	Â	Â	Â President, International	Â

Signatures

/s/ Marcia Peterson, as Attorney-in-Fact for Daniel J. Dmochowski	04/18/2013
**Signature of Reporting Person	Date

Explanation of Responses:

*   If the form is filed by more than one reporting person, *see* Instruction 5(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 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.

(2)   The shares subject to this option are fully vested and exercisable.

(3)   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 May 5, 2009, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

(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 9, 2010, 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, 2011, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

(6)   The shares vest pursuant to the following schedule: Twenty-Five Percent (25%) of the shares subject to the option vest on each of the 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.

(7)   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.
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