Hanna Virginia L Form 4 June 06, 2011

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

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

2. Issuer Name and Ticker or Trading

See Instruction 1(b).

Form 5

obligations

may continue.

(Print or Type Responses)

Hanna Virginia L

1. Name and Address of Reporting Person *

Symbol GREEN DOT CORP [GDOT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify 8105 IRVINE CENTER DRIVE, 06/02/2011 below) **SUITE 1170** 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **IRVINE, CA 92618** (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A Common 06/02/2011 Α 837 (1) A \$0 837 D Stock By David W. Hanna, Trustee. Class A David Common 0 Ι William Stock Hanna Trust dated October 30,

1989

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Edgar Filing: Hanna Virginia L - Form 4

Class A Common Stock	0	I	By Tim J. Morgan, Trustee of David W. Hanna Children's Trust dated 6/5/08
Class A Common Stock	0	I	By Virginia L. Hanna Trust dated August 16, 2001

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. Transactic Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy Class A Common	\$ 35.84	06/02/2011		A	4,484	<u>(2)</u>	06/02/2021	Class A Common Stock	4,484
Stock) Class B Common Stock (3)	\$ 0					<u>(3)</u>	(3)	Class A Common Stock	344,288

Class B Common Stock (3)	\$ 0		(3)	(3)	Class A Common Stock	3,383
Class B Common Stock (3)	\$ 0		(3)	(3)	Class A Common Stock	31,981

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
Hanna Virginia L 8105 IRVINE CENTER DRIVE, SUITE 1170 IRVINE, CA 92618	X					

Signatures

/s/ Lina Davidian as attorney-in-fact for Virginia L. Hanna 06/06/2011

**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) Represents shares of Class A common stock underlying a restricted stock unit award that vests as to all such shares at the 2012 annual stockholders meeting.
- (2) Option will be fully vested and immediately exercisable at the 2012 annual stockholders meeting.
- (3) The Class B Common Stock is convertible at the holder's option into the issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date.
- The trustee of the trust is the husband of the reporting person. The reporting person disclaims beneficial ownership of these securities (4) except to the extent of the reporting person's economic interest therein, and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership of any of the reported securities for purposes of Section 16 or for any other purposes.
- (5) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

Edgar Filing: Hanna Virginia L - Form 4

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.