

GREEN DOT CORP  
Form 4  
July 18, 2013

**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 \*  
Keatley John L

(Last) (First) (Middle)  
3465 EAST FOOTHILL BOULEVARD  
(Street)

PASADENA, CA 91107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GREEN DOT CORP [GDOT]

3. Date of Earliest Transaction (Month/Day/Year)  
07/16/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

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)
				(A) or (D)	Price		
Class A Common Stock	07/16/2013		C	7,000	A \$ 0	70,393	D
Class A Common Stock	07/16/2013		S <sup>(1)</sup>	7,000	D \$ 19.9 <sup>(2)</sup>	63,393	D
Class A Common Stock	07/17/2013		C	7,000	A \$ 0	70,393	D
Class A Common	07/17/2013		S <sup>(1)</sup>	7,000	D \$ 20.32	63,393	D

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Stock	<u>(3)</u>			
Class A Common Stock	6,600	I	By minor children	

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy Class B Common Stock) <u>(4)</u>	\$ 10.75	07/16/2013		M	7,000	12/11/2012 12/11/2018	Class B Common Stock <u>(4)</u>	7,000	
Class B Common Stock <u>(4)</u>	<u>(4)</u>	07/16/2013		M	7,000	<u>(4)</u> <u>(4)</u>	Class A Common Stock	7,000	
Class B Common Stock <u>(4)</u>	<u>(4)</u>	07/16/2013		C	7,000	<u>(4)</u> <u>(4)</u>	Class A Common Stock <u>(5)</u>	7,000	
Stock Option (right to buy Class B Common Stock) <u>(4)</u>	\$ 10.75	07/17/2013		M	7,000	12/11/2012 12/11/2018	Class B Common Stock <u>(4)</u>	7,000	
Class B Common Stock <u>(4)</u>	<u>(4)</u>	07/17/2013		M	7,000	<u>(4)</u> <u>(4)</u>	Class A Common Stock	7,000	

Class B Common Stock <sup>(4)</sup>	<sup>(4)</sup>	07/17/2013	C	7,000	<sup>(4)</sup>	<sup>(4)</sup>	Class A Common Stock <sup>(5)</sup>	7,000
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keatley John L 3465 EAST FOOTHILL BOULEVARD PASADENA, CA 91107			Chief Financial Officer	

## Signatures

/s/ Lina Davidian as attorney-in-fact for John L. Keatley	07/18/2013
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2013. The price in column 4 is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$19.78 to \$20.09. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, complete information regarding the number of shares sold at each separate price within the range.
- (3) The price in column 4 is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$20.09 to \$20.48. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, complete information regarding the number of shares sold at each separate price within the range.
- (4) 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.
- (5) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock, which Class A Common Stock has no exercisable date or expiration 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.