

GREEN DOT CORP
Form 4
July 10, 2013

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 *
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)
07/08/2013

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)	Amount		
			Code	V	Price		
Class A Common Stock	07/08/2013		C		7,000	A	\$ 0 70,393
Class A Common Stock	07/08/2013		S ⁽¹⁾		7,000	D	\$ 19.67 63,393 ⁽²⁾
Class A Common Stock	07/09/2013		C		7,000	A	\$ 0 70,393
Class A Common	07/09/2013		S ⁽¹⁾		3,769	D	\$ 66,624 20.26

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Stock						<u>(3)</u>		
Class A Common Stock	07/09/2013		<u>S</u> ⁽¹⁾	3,231	D	\$ 20.73	63,393	D
Class A Common Stock						<u>(4)</u>	6,600	I
								By minor children

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.

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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>(5)</u>	\$ 10.75	07/08/2013		M		7,000	12/11/2012 12/11/2018	Class B Common Stock <u>(5)</u>	7,000
Class B Common Stock <u>(5)</u>	<u>(5)</u>	07/08/2013		M	7,000	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	7,000
Class B Common Stock <u>(5)</u>	<u>(5)</u>	07/08/2013		C	7,000	<u>(5)</u>	<u>(5)</u>	Class A Common Stock <u>(6)</u>	7,000
Stock Option (right to buy Class B Common Stock) <u>(5)</u>	\$ 10.75	07/09/2013		M		7,000	12/11/2012 12/11/2018	Class B Common Stock <u>(5)</u>	7,000

