

GREEN DOT CORP

Form 4

July 24, 2013

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
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

OMB APPROVAL

OMB
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(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)
07/22/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

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 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)
Class A Common Stock	07/22/2013		C	7,000	A \$ 0	70,393	D
Class A Common Stock	07/22/2013		S ⁽¹⁾	7,000	D \$ ⁽²⁾ 20.07	63,393	D
Class A Common Stock	07/23/2013		C	7,000	A \$ 0	70,393	D
Class A Common	07/23/2013		S ⁽¹⁾	7,000	D \$ 20.25	63,393	D

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Stock	(3)		
Class A			
Common	6,600	I	By minor
Stock			children

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

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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. 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)	
Stock Option (right to buy Class B Common Stock) ⁽⁴⁾	\$ 10.75	07/22/2013		M		7,000	12/11/2012 12/11/2018	Class B Common Stock ⁽⁴⁾ 7,000
Class B Common Stock ⁽⁴⁾	⁽⁴⁾	07/22/2013		M		7,000	⁽⁴⁾ ⁽⁴⁾	Class A Common Stock 7,000
Class B Common Stock ⁽⁴⁾	⁽⁴⁾	07/22/2013		C		7,000	⁽⁴⁾ ⁽⁴⁾	Class A Common Stock ⁽⁵⁾ 7,000
Stock Option (right to buy Class B Common Stock) ⁽⁴⁾	\$ 10.75	07/23/2013		M		7,000	12/11/2012 12/11/2018	Class B Common Stock ⁽⁴⁾ 7,000
Class B Common Stock ⁽⁴⁾	⁽⁴⁾	07/23/2013		M		7,000	⁽⁴⁾ ⁽⁴⁾	Class A Common Stock 7,000

Class B Common Stock <u>(4)</u>	<u>(4)</u>	07/23/2013	C	7,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock <u>(5)</u>	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	07/24/2013
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 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) 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 \$19.94 to
- (2) \$20.25. 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.
The price in column 4 is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$20.01 to
- (3) \$20.36. 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.
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