

Keatley John L
Form 4
May 30, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
05/28/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/28/2013		C		35,000	A	\$ 0 96,218
Class A Common Stock	05/28/2013		S		35,000	D	\$ 18.29 61,218
Class A Common Stock	05/29/2013		C		40,000	A	\$ 0 101,218
Class A Common	05/29/2013		S		40,000	D	\$ 18.28 61,218

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Stock	<u>(2)</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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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	Date Exercisable	Expiration Date	Title
					(A)	(D)		or Num of S
Stock Option (right to buy Class B Common Stock) ⁽³⁾	\$ 4.64	05/28/2013		M		08/31/2011 02/15/2018	Class B Common Stock ⁽³⁾	35,
Class B Common Stock ⁽³⁾	⁽³⁾	05/28/2013		M	35,000	⁽³⁾	Class A Common Stock	35,
Class B Common Stock ⁽³⁾	⁽³⁾	05/28/2013		C	35,000	⁽³⁾	Class A Common Stock ⁽⁴⁾	35,
Stock Option (right to buy Class B Common Stock) ⁽³⁾	\$ 4.64	05/29/2013		M		08/31/2011 02/15/2018	Class B Common Stock ⁽³⁾	40,
Class B Common Stock ⁽³⁾	⁽³⁾	05/29/2013		M	40,000	⁽³⁾	Class A Common Stock	40,
	⁽³⁾	05/29/2013		C	40,000	⁽³⁾		40,

Class B
Common
Stock ⁽³⁾

Class A
Common
Stock ⁽⁴⁾

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

05/30/2013

__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).

The price in column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$18.25 to \$18.38. The
(1) 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 a weighted average price. The actual sale prices for these transactions ranged from \$18.19 to \$18.37. The
(2) 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 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.

(4) 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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