

GREEN DOT CORP
Form 4
August 01, 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)
07/30/2013

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	07/30/2013		C		6,304	A	\$ 0 69,697
Class A Common Stock	07/30/2013		S ⁽¹⁾		6,304	D	\$ 20.22 63,393 ⁽²⁾
Class A Common Stock	07/31/2013		C		15,927	A	\$ 0 79,320
Class A Common	07/31/2013		S ⁽¹⁾		1,300	D	\$ 78,020 21.37

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Stock						(3)			
Class A Common Stock	07/31/2013		S(1)	12,074	D	\$ 22.66	65,946	D	
Class A Common Stock	07/31/2013		S(1)	2,553	D	\$ 23.28	63,393	D	
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 Security (Instr. 3 and 4)	Amount or Number of S		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Stock Option (right to buy Class B Common Stock) (6)	\$ 10.75	07/30/2013		M		6,304		12/11/2012	12/11/2018	Class B Common Stock (6)	6,304
Class B Common Stock (6)	(6)	07/30/2013		M		6,304		(6)	(6)	Class A Common Stock	6,304
Class B Common Stock (6)	(6)	07/30/2013		C		6,304		(6)	(6)	Class A Common Stock (7)	6,304
Stock Option (right to buy Class B Common Stock) (6)	\$ 10.75	07/31/2013		M		6,304		12/11/2012	12/11/2018	Class B Common Stock (6)	6,304

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- (7) 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.