GREEN DOT CORP
Form 4
March 26, 2014

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Streit Steven W

(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)
03/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/24/2014		M		11,602	A	$ 0	211,602	D	
Class A Common Stock	03/24/2014		S[(1)]		11,602	D	$ 20.56 [(2)]	200,000	D	
Class A Common Stock	03/25/2014		M		10,500	A	$ 0	210,500	D	
Class A Common	03/25/2014		S[(1)]		10,500	D	$ 20.01	200,000 [(4)]	D	

Stock		(3)			
Class A Common Stock		3,282,885 (4)	I	By Steven W. Streit Family Trust (5)	
Class A Common Stock		25,757	I	By minor children	
Class A Common Stock		36,828	I	By Streit 2012 GRAT A dated 02/07/2012 (5)	
Class A Common Stock		1,842	I	By Streit 2012 GRAT B dated 02/07/2012 (5)	
Class A Common Stock		388 (6)	I	By father	

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy Class A Common	$ 1.55	03/24/2014		M			11,602	06/07/2008	06/07/2014	Class A Common Stock	11,602

Stock)									
Stock Option (right to buy Class A Common Stock)	$ 1.55	03/25/2014		M	10,500	06/07/2008	06/07/2014	Class A Common Stock	10,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Streit Steven W 3465 EAST FOOTHILL BOULEVARD PASADENA, CA 91107	X	X	Chairman, President and CEO	

Signatures

/s/ Lina Davidian as attorney-in-fact for Steven W. Streit	03/26/2014
**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 s Rule 10b5-1 trading plan adopted by the reporting person on February 18, 2014.

(2) The price in column 4 is the weighted average price. The shares were sold in mutliple transactions at prices ranging from $20.375 to $20.97. 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 mutliple transactions at prices ranging from $19.72 to $20.59. 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) Due to an inadvertent error, the reporting person's prior Form 4 filed on October 3, 2013 incorrectly attributed beneficial ownership of 200,000 shares of Class A Common Stock underlying a restricted stock unit award to Steven W. Streit Family Trust. This Form 4 correctly reports the shares as directly owned by the reporting person.

(5) The reporting person is the trustee of the trust.

(6) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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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