

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

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| | | | | | | | | |
|---------|------------|--|------|-------|-----|-------|--------|-------------------|
| Stock | | | | | (3) | | | |
| Class A | | | | | \$ | | | |
| Common | 07/09/2013 | | S(1) | 3,231 | D | 20.73 | 63,393 | D |
| Stock | | | | | (4) | | | |
| Class A | | | | | | | 6,600 | I |
| Common | | | | | | | | |
| Stock | | | | | | | | 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.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy Class B Common Stock) (5) | \$ 10.75 | 07/08/2013 | | M | | 7,000 | 12/11/2012 12/11/2018 | Class B Common Stock (5) | 7,000 |
| Class B Common Stock (5) | (5) | 07/08/2013 | | M | 7,000 | (5) | (5) | Class A Common Stock | 7,000 |
| Class B Common Stock (5) | (5) | 07/08/2013 | | C | 7,000 | (5) | (5) | Class A Common Stock (6) | 7,000 |
| Stock Option (right to buy Class B Common Stock) (5) | \$ 10.75 | 07/09/2013 | | M | | 7,000 | 12/11/2012 12/11/2018 | Class B Common Stock (5) | 7,000 |

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| | | | | | | | | |
|---|-----|------------|---|-------|-----|-----|---|-------|
| Class B Common Stock ⁽⁵⁾ | (5) | 07/09/2013 | M | 7,000 | (5) | (5) | Class A Common Stock | 7,000 |
| Class B Common Stock ⁽⁵⁾ | (5) | 07/09/2013 | C | 7,000 | (5) | (5) | Class A Common Stock ⁽⁶⁾ | 7,000 |

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 | 07/10/2013 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 mutliple transactions at prices ranging from \$19.38 to \$20.06. 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.
- (2) The price in column 4 is the weighted average price. The shares were sold in mutliple transactions at prices ranging from \$19.76 to \$20.50. 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 \$20.53 to \$21.20. 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.
- (6)

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.