

Troughton Mark T
Form 4
July 29, 2010

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 *
Troughton Mark T

(Last) (First) (Middle)

605 E. HUNTINGTON DRIVE,
SUITE 205

(Street)

MONROVIA, CA 91016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GREEN DOT CORP [GDOT]

3. Date of Earliest Transaction
(Month/Day/Year)
07/27/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___X___ Officer (give title below) ___ Other (specify below)

President, Cards and Network

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 | 07/27/2010 | | C | | 110,000 | A | \$ 0 |
| Class A Common Stock | 07/27/2010 | | S | | 110,000 | D | \$ 33.48 |
| Class A Common Stock | 07/27/2010 | | P | | 1,250 | A | \$ 36 |
| Class A Common Stock | | | | | 0 | I | |

By wife

By Mark Troughton

| | | | | | | |
|---------|--|--|--|---|---|----------|
| Stock | | | | | | GRAT |
| Class A | | | | | | By Tara |
| Common | | | | 0 | I | McWhiter |
| Stock | | | | | | GRAT |

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

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(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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Option (right to buy Class B Common Stock) | \$ 1.41 | 07/27/2010 | | M | 110,000 | 01/19/2010 01/19/2016 | Class B Common Stock ⁽¹⁾ |
| Class B Common Stock ⁽¹⁾ | \$ 0 | 07/27/2010 | | M | 110,000 | ⁽¹⁾ ⁽¹⁾ | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | 07/27/2010 | | C | 110,000 | ⁽¹⁾ ⁽¹⁾ | Class A Common Stock ⁽²⁾ |
| Class B Common Stock ⁽¹⁾ | \$ 0 | | | | | ⁽¹⁾ ⁽¹⁾ | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | \$ 0 | | | | | ⁽¹⁾ ⁽¹⁾ | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Troughton Mark T
605 E. HUNTINGTON DRIVE, SUITE 205
MONROVIA, CA 91016

X President,
Cards and
Network

Signatures

/s/ Lina Davidian as attorney-in-fact for Mark T.
Troughton

07/29/2010

__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 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.
- (2) 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.
- (3) The reporting person is the trustee of the Mark Troughton GRAT.
- (4) The reporting person's spouse is the trustee of the Tara McWhirter GRAT.

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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