

Sowell William D
 Form 4
 December 14, 2010

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 *
 Sowell William D

(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)
 12/13/2010

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 Operating 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	12/13/2010		C		12,725	A	\$ 0
Class A Common Stock	12/13/2010		S		12,725	D	\$ 58.56

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

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SEC 1474 (9-02)

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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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy Class B Common Stock) ⁽¹⁾	\$ 10.84	12/13/2010		M	12,725	⁽²⁾ 03/19/2019	Class B Common Stock 12,725
Class B Common Stock ⁽¹⁾	\$ 0	12/13/2010		M	12,725	⁽¹⁾ ⁽¹⁾	Class A Common Stock 12,725
Class B Common Stock ⁽¹⁾	\$ 0	12/13/2010		C	12,725	⁽¹⁾ ⁽¹⁾	Class A Common Stock ⁽³⁾ 12,725

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sowell William D
605 E. HUNTINGTON DRIVE, SUITE 205
MONROVIA, CA 91016

Chief Operating Officer

Signatures

/s/ Lina Davidian as attorney-in-fact for William D. Sowell

12/14/2010

 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) Options vest as to 1/4 of the shares on March 2, 2010 and then 1/48th monthly thereafter, subject to the reporting person's provision of service to the issuer on each vesting date.
- (3)

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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.