

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

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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)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Stock Option (right to buy Class B Common Stock) (6)	\$ 10.75	07/30/2013		M		6,304		Class B Common Stock (6)	6,304
Class B Common Stock (6)	(6)	07/30/2013		M		6,304		Class A Common Stock	6,304
Class B Common Stock (6)	(6)	07/30/2013		C		6,304		Class A Common Stock (7)	6,304
Stock Option (right to buy Class B Common Stock)	\$ 10.75	07/31/2013		M		6,304		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.

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