

Sowell William D
Form 4
March 10, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
03/08/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

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)
Class A Common Stock	03/08/2011		C	14,777 A \$ 0	14,777	D	
Class A Common Stock	03/08/2011		S ⁽¹⁾	14,777 D \$ 45 0		D	

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) ⁽²⁾	\$ 10.84	03/08/2011		M		2,000		⁽³⁾	03/19/2019	Class B Common Stock	2,000
Stock Option (right to buy Class B Common Stock) ⁽²⁾	\$ 17.19	03/08/2011		M		12,777		⁽⁴⁾	08/03/2019	Class B Common Stock	12,777
Class B Common Stock ⁽²⁾	\$ 0	03/08/2011		M		14,777		⁽²⁾	⁽²⁾	Class A Common Stock	14,777
Class B Common Stock ⁽²⁾	\$ 0	03/08/2011		C		14,777		⁽²⁾	⁽²⁾	Class A Common Stock ⁽⁵⁾	14,777

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

03/10/2011

 **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 November 30, 2010.
- (2) 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.
- (3) 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.
- (4) Options vest as to 1/4 of the shares on July 21, 2010 and then 1/48th monthly thereafter, subject to the reporting person's provision of service to the issuer on each vesting 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.

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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