

Sowell William D
 Form 4
 April 29, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Sowell William D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 605 E. HUNTINGTON DRIVE,
 SUITE 205
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/27/2011

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

MONROVIA, CA 91016

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Class A Common Stock	04/27/2011		C		5,237	A	\$ 0	5,237	D	
Class A Common Stock	04/27/2011		S ⁽¹⁾		5,237	D	\$ 47.5	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 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) ⁽²⁾	\$ 17.19	04/27/2011		M		5,237		⁽³⁾	08/03/2019	Class B Common Stock	5,237
Class B Common Stock ⁽²⁾	\$ 0	04/27/2011		M		5,237		⁽²⁾	⁽²⁾	Class A Common Stock	5,237
Class B Common Stock ⁽²⁾	\$ 0	04/27/2011		C		5,237		⁽²⁾	⁽²⁾	Class A Common Stock ⁽⁴⁾	5,237

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

04/29/2011

⁽²⁾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.

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- (3) 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.
- (4) 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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