

GREEN DOT CORP

Form 4

August 01, 2013

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 *
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
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial 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	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 ⁽²⁾	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	07/31/2013		S ⁽¹⁾	12,074	D	22.66	65,946	D
Stock					(4)			
Class A					\$			
Common	07/31/2013		S ⁽¹⁾	2,553	D	23.28	63,393	D
Stock					(5)			
Class A								
Common							6,600	I
Stock								By minor children

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

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SEC 1474
(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 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) ⁽⁶⁾	\$ 10.75	07/30/2013		M		6,304		12/11/2012	12/11/2018	Class B Common Stock ⁽⁶⁾	6,304
Class B Common Stock ⁽⁶⁾	⁽⁶⁾	07/30/2013		M		6,304		⁽⁶⁾	⁽⁶⁾	Class A Common Stock	6,304
Class B Common Stock ⁽⁶⁾	⁽⁶⁾	07/30/2013		C		6,304		⁽⁶⁾	⁽⁶⁾	Class A Common Stock ⁽⁷⁾	6,304
Stock Option (right to buy Class B	\$ 10.75	07/31/2013		M		6,304		12/11/2012	12/11/2018	Class B Common Stock ⁽⁶⁾	6,304

Common
Stock) (6)Stock
Option
(right tobuy Class B
\$ 4.64 07/31/2013

M

9,623

08/31/2011 02/15/2018

Class B
Common
Stock

9,623

Common
Stock) (6)Class B
Common
Stock (6)
(6) 07/31/2013

M

15,927

(6)

(6)

Class A
Common
Stock

15,927

Class B
Common
Stock (6)
(6) 07/31/2013

C

15,927

(6)

(6)

Class A
Common
Stock (7)

15,927

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Keatley John L
3465 EAST FOOTHILL BOULEVARD
PASADENA, CA 91107

Chief Financial Officer

Signatures

/s/ Lina Davidian as attorney-in-fact for John L.
Keatley

08/01/2013

 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 a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2013.

The price in column 4 is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$19.95 to

(2) \$20.66. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, complete information regarding the number of shares sold at each separate price within the range.

The price in column 4 is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$21.03 to

(3) \$21.93. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, complete information regarding the number of shares sold at each separate price within the range.

The price in column 4 is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$22.04 to

(4) \$23.04. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, complete information regarding the number of shares sold at each separate price within the range.

The price in column 4 is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$23.07 to

(5) \$23.53. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, complete information regarding the number of shares sold at each separate price within the range.

(6) 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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- (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.

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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