

Keatley John L  
Form 4  
May 30, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)  
05/28/2013

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)	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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/28/2013		C		35,000	A	\$ 0 96,218
Class A Common Stock	05/28/2013		S		35,000	D	\$ 18.29 61,218 (1)
Class A Common Stock	05/29/2013		C		40,000	A	\$ 0 101,218
Class A Common	05/29/2013		S		40,000	D	\$ 61,218 18.28

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Stock	<u>(2)</u>			
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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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)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy Class B Common Stock) <sup>(3)</sup>	\$ 4.64	05/28/2013		M		35,000		08/31/2011	02/15/2018	Class B Common Stock <sup>(3)</sup>	35,000
Class B Common Stock <sup>(3)</sup>	<sup>(3)</sup>	05/28/2013		M		35,000		<sup>(3)</sup>	<sup>(3)</sup>	Class A Common Stock	35,000
Class B Common Stock <sup>(3)</sup>	<sup>(3)</sup>	05/28/2013		C		35,000		<sup>(3)</sup>	<sup>(3)</sup>	Class A Common Stock <sup>(4)</sup>	35,000
Stock Option (right to buy Class B Common Stock) <sup>(3)</sup>	\$ 4.64	05/29/2013		M		40,000		08/31/2011	02/15/2018	Class B Common Stock <sup>(3)</sup>	40,000
Class B Common Stock <sup>(3)</sup>	<sup>(3)</sup>	05/29/2013		M		40,000		<sup>(3)</sup>	<sup>(3)</sup>	Class A Common Stock	40,000
	<sup>(3)</sup>	05/29/2013		C		40,000		<sup>(3)</sup>	<sup>(3)</sup>		40,000

Class B  
Common  
Stock <sup>(3)</sup>

Class A  
Common  
Stock <sup>(4)</sup>

## 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

05/30/2013

\_\_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).

The price in column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$18.25 to \$18.38. The  
(1) 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 a weighted average price. The actual sale prices for these transactions ranged from \$18.19 to \$18.37. The  
(2) 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.

(3) 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.

(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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