

Heyrick Simon  
 Form 4  
 December 14, 2010

**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 \*  
 Heyrick Simon

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)  
 12/13/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Accounting Officer

MONROVIA, CA 91016

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	12/13/2010		C		13,634	A	\$ 0
Class A Common Stock	12/13/2010		S		13,634	D	\$ 58.56

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 purchase Class B Common Stock)	\$ 10.75	12/13/2010		M	6,817	<u>(1)</u> 12/11/2018	Class B Common Stock <u>(2)</u>	6,817
Stock Option (right to purchase Class B Common Stock)	\$ 17.19	12/13/2010		M	6,817	<u>(3)</u> 08/03/2019	Class B Common Stock <u>(2)</u>	6,817
Class B Common Stock <u>(2)</u>	\$ 0	12/13/2010		M	13,634	<u>(2)</u> <u>(2)</u>	Class A Common Stock	13,634
Class B Common Stock <u>(2)</u>	\$ 0	12/13/2010		C	13,634	<u>(2)</u> <u>(2)</u>	Class A Common Stock <u>(4)</u>	13,634

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heyrick Simon 605 E. HUNTINGTON DRIVE, SUITE 205 MONROVIA, CA 91016			Chief Accounting Officer	

## Signatures

/s/ Lina Davidian as attorney-in-fact for Simon Heyrick  
12/14/2010

\*\*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) Options vest as to 1/4 of the shares on December 11, 2009 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.
  - (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 August 3, 2009 and then 1/48th monthly thereafter, subject to the reporting person's provision of services 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.