Sowell William D Form 4 April 05, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Resp	nses)
---------------------	-------

1. Name and Address of Reporting Person * Sowell William D

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

GREEN DOT CORP [GDOT]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

04/01/2011

Director 10% Owner X_ Officer (give title Other (specify

below)

below) Chief Operating Officer

605 E. HUNTINGTON DRIVE, SUITE 205

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

> > (Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MONROVIA, CA 91016

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

SEC 1474

(9-02)

(A)

Transaction(s) (Instr. 3 and 4)

Reported

or Code V Amount (D) Price

Class A Common

Stock

(Instr. 3)

0

D

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

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Sowell William D - Form 4

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of (Instr. 3, 4, an 5)	or (D)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Stock Option (right to buy Class B Common Stock) (1)	\$ 45.31	04/01/2011		A	120,000		(2)	04/01/2021	Class B Common Stock (1)	120,000
Class B Common Stock (1)	\$ 0						<u>(1)</u>	<u>(1)</u>	Class A Common Stock	0

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 04/05/2011

**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 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.
- Options vest as to 1/4 of the shares on April 1, 2012 and then 1/48th monthly thereafter, subject to the reporting person's provision of service to the issuer on each vesting 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.

Reporting Owners 2