GREEN DOT CORP

Form 4 July 08, 2013

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or
Form 5
obligations
may continue.

See Instruction

Filed pursuant to 8
Section 17(a) of the
30(h)

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Keatley John L Issuer Symbol GREEN DOT CORP [GDOT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify 3465 EAST FOOTHILL 07/03/2013 below) **BOULEVARD** Chief Financial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PASADENA, CA 91107 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	07/03/2013		Code V	Amount 8,750	(D)	Price \$ 0	(Instr. 3 and 4) 72,143	D	
Class A Common Stock	07/03/2013		S <u>(1)</u>	8,750	D	\$ 18.83 (2)	63,393	D	
Class A Common Stock	07/05/2013		C	8,750	A	\$ 0	72,143	D	
Class A Common	07/05/2013		S <u>(1)</u>	8,750	D	\$ 19.23	63,393	D	

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Stock (3)

Class A Common 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. Transactio Code (Instr. 8)	5. Number of or 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	Amoun or Numbe of Shares
Stock Option (right to buy Class B Common Stock) (4)	\$ 10.75	07/03/2013		M		8,750	12/11/2012	12/11/2018	Class B Common Stock (4)	8,750
Class B Common Stock (4)	<u>(4)</u>	07/03/2013		M	8,750		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	8,750
Class B Common Stock (4)	<u>(4)</u>	07/03/2013		C		8,750	<u>(4)</u>	<u>(4)</u>	Class A Common Stock (5)	8,750
Stock Option (right to buy Class B Common Stock) (4)	\$ 10.75	07/05/2013		M		8,750	12/11/2012	12/11/2018	Class B Common Stock	8,750
Class B Common Stock (4)	<u>(4)</u>	07/05/2013		M	8,750		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	8,750

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 Class B
 Class A

 Common Stock (4)
 07/05/2013
 C
 8,750 (4)
 (4) (4) (5) (5)
 Common 8,750 (5) (5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Keatley John L

3465 EAST FOOTHILL BOULEVARD Chief Financial Officer

PASADENA, CA 91107

Signatures

/s/ Lina Davidian as attorney-in-fact for John L.
Keatley 07/08/2013

**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 a weighted average price. The actual sale prices for these transactions ranged from \$18.57 to \$19.12. 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.
- The price in column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$18.91 to \$19.41. 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.
- (4) 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.
- (5) 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.

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