

Troughton Mark T
Form 4
July 29, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Troughton Mark T

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)
07/27/2010

____ Director 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Cards and Network

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount or Price				
Class A Common Stock	07/27/2010		C		110,000	A	\$ 0 110,000	D	
Class A Common Stock	07/27/2010		S		110,000	D	\$ 33.48 0	D	
Class A Common Stock	07/27/2010		P		1,250	A	\$ 36 1,250	I	By wife
Class A Common					0			I	By Mark Troughton

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Stock						GRAT
Class A						By Tara
Common				0	I	McWhiter
Stock						GRAT

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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Stock Option (right to buy Class B Common Stock)	\$ 1.41	07/27/2010		M		110,000		01/19/2010	01/19/2016	Class B Common Stock ⁽¹⁾
Class B Common Stock ⁽¹⁾	\$ 0	07/27/2010		M	110,000			⁽¹⁾	⁽¹⁾	Class A Common Stock
Class B Common Stock ⁽¹⁾	\$ 0	07/27/2010		C		110,000		⁽¹⁾	⁽¹⁾	Class A Common Stock ⁽²⁾
Class B Common Stock ⁽¹⁾	\$ 0							⁽¹⁾	⁽¹⁾	Class A Common Stock
Class B Common Stock ⁽¹⁾	\$ 0							⁽¹⁾	⁽¹⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Troughton Mark T
605 E. HUNTINGTON DRIVE, SUITE 205
MONROVIA, CA 91016

X President,
Cards and
Network

Signatures

/s/ Lina Davidian as attorney-in-fact for Mark T.
Troughton

07/29/2010

__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) 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.
- (2) 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.
- (3) The reporting person is the trustee of the Mark Troughton GRAT.
- (4) The reporting person's spouse is the trustee of the Tara McWhirter GRAT.

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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