

Troughton Mark T
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 *
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)
12/13/2010

____ 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	(A) or (D)	Price
Class A Common Stock	12/13/2010		C		99,984	A	\$ 0
Class A Common Stock	12/13/2010		S		99,984	D	\$ 58.56
Class A Common Stock					1,250	I	By wife
Class A Common Stock					0	I	By Mark Troughton

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

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option (right to buy Class B Common Stock)	\$ 1.41	12/13/2010		M	39,198	01/19/2010 01/19/2016	Class B Common Stock ⁽¹⁾ 39
Stock Option (right to buy Class B Common Stock)	\$ 4.64	12/13/2010		M	10,704	⁽²⁾ 02/15/2018	Class B Common Stock ⁽¹⁾ 10
Class B Common Stock ⁽¹⁾	\$ 0	12/13/2010		M	49,992	⁽¹⁾ ⁽¹⁾	Class A Common Stock 49
Class B Common Stock ⁽¹⁾	\$ 0	12/13/2010		C	99,984	⁽¹⁾ ⁽¹⁾	Class A Common Stock ⁽³⁾ 99
Class B Common Stock ⁽¹⁾	\$ 0					⁽¹⁾ ⁽¹⁾	Class A Common Stock 125
Class B Common	\$ 0					⁽¹⁾ ⁽¹⁾	Class A Common 125

Stock ⁽¹⁾

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			President, Cards and Network	

Signatures

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

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) 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) Options vest as to 1/4 of the shares on August 31, 2008 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.
- (3) 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.
- (4) The reporting person is the trustee of the Mark Troughton GRAT.
- (5) 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. 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.