Streit Steven W Form 4 March 04, 2013

FORM 4

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

OMB Number: 3235-0287 Expired: January 31,

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person **
Streit Steven W

(First)

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CD

(Middle)

GREEN DOT CORP [GDOT]

(Check all applicable)

3465 EAST FOOTHILL

3. Date of Earliest Transaction (Month/Day/Year)

X Director _X_ 10% Owner _X_ Officer (give title ____ Other (specify below)

BOULEVARD

4. If Amendment, Date Original

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

02/28/2013

Applicable Line)

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

Person

PASADENA, CA 91107

| (City) | (State) | (Zip) Tab | ole I - N | on-l | Derivative S | ecurit | ies Acq | quired, Disposed | of, or Benefic | ially Owned |
|--------------------------------------|---|---|---------------------------------|------|---|--------|---------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (Instr. | 8) | 4. Securitie on(A) or Disp (Instr. 3, 4 | osed o | of (D) | 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) |
| Class A Common Stock | 02/28/2013 | | С | | 261,813 | A | \$0 | 261,813 | I | By Streit 2009 GRAT A (1) |
| Class A Common Stock | 02/28/2013 | | G | V | 261,813 | D | \$0 | 0 | I | By Streit 2009 GRAT A (1) |
| Class A Common Stock | 02/28/2013 | | С | | 13,089 | A | \$0 | 13,089 | I | By Streit 2009 GRAT B (1) |
| Class A Common | 02/28/2013 | | G | V | 13,089 | D | \$ 0 | 0 | I | By Streit 2009 GRAT |

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| Stock | | | | | | | | B (1) |
|---|------------|---|----------|---|-----|-------------|---|--|
| Class A Common Stock | 02/28/2013 | G | V 58,732 | D | \$0 | 36,828 | I | By Streit 2012 GRAT A dated 02/07/2012 (1) |
| Class A Common Stock | 02/28/2013 | G | V 2,937 | D | \$0 | 1,842 | I | By Streit 2012 GRAT B dated 02/07/2012 (1) |
| Class A Common Stock | | | | | | 649,591 (2) | I | By Steven W. Streit Family Trust (1) |
| Class A Common Stock | | | | | | 14,757 (3) | I | By minor children |
| Class A Common Stock | | | | | | 388 (4) | I | By father |
| 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. Transacti Code (Instr. 8) | 5. Number of orDerivative 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 | Amount or Number of Shares |
| Class B Common Stock (5) | <u>(5)</u> | 02/28/2013 | | С | 261,813 | (5) | <u>(5)</u> | Class A Common Stock | 261,813 |
| Class B Common Stock (5) | <u>(5)</u> | 02/28/2013 | | С | 13,089 | (5) | (5) | Class A Common Stock | 13,089 |

| Class B Common Stock (5) | <u>(5)</u> | (5) | <u>(5)</u> | Class A Common Stock | 2,638,294 |
|--------------------------------|------------|-----|------------|----------------------------|-----------|
| Class B Common Stock (5) | <u>(5)</u> | (5) | (5) | Class A Common Stock | 28,020 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Streit Steven W | | | Chairman, | | | | |
| 3465 EAST FOOTHILL BOULEVARD | X | X | President and | | | | |
| PASADENA, CA 91107 | | | CEO | | | | |

Signatures

/s/ Lina Davidian as attorney-in-fact for Steven W.
Streit 03/04/2013

**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 reporting person is the trustee of the trust.
- (2) Includes 305,585 shares that were gifted to the Steven W. Streit Family Trust on February 28, 2013 by the reporting person.
- (3) These shares were gifted to the reporting person's minor children on February 28, 2013 by the reporting person.
- (4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (5) 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.

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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