

Hanna Virginia L  
Form 4  
May 29, 2012

**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 \*  
Hanna Virginia L

(Last) (First) (Middle)

8105 IRVINE CENTER DRIVE,  
SUITE 1170

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GREEN DOT CORP [GDOT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/24/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |   |
| Class A Common Stock            | 05/24/2012                           |  | A                              |   | 1,385<br>(1)  | A  | \$ 0 2,222                        | D |
| Class A Common Stock            |                                      |  |                                |   | 0   | I  |                                   |   |

By David W. Hanna, Trustee, David William Hanna Trust dated October 30, 1989

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|                            |   |   |  |
|----------------------------|---|---|--|
| Class A<br>Common<br>Stock | 0 | I | By Tim J.<br>Morgan,<br>Trustee of<br>David W.<br>Hanna<br>Children's<br>Trust dated<br>6/5/08 |
| Class A<br>Common<br>Stock | 0 | I | By Virginia<br>L. Hanna<br>Trust dated<br>August 16,<br>2001                                   |

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<br>Derivative<br>Security<br>(Instr. 3)                | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8                   |                    |                            |                                  |
|--|---|---|---|---|---|--|---|---------------------|--------------------|----------------------------|----------------------------------|
|  |   |   |   | Code                                    | V   | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount or<br>Number of<br>Shares |
| Stock<br>option<br>(right to<br>buy Class<br>A<br>Common<br>Stock) | \$ 21.65  | 05/24/2012                              |   | A                                       |   | 7,820  |   | (2)                 | 05/24/2022         | Class A<br>Common<br>Stock | 7,820                            |
| Class B<br>Common<br>Stock (3)                                     | \$ 0  |   |   |   |   |  |   | (3)                 | (3)                | Class A<br>Common<br>Stock | 344,288                          |

|   |      |  |            |            |                            |       |
|---|------|--|------------|------------|----------------------------|-------|
| Class B<br>Common<br>Stock <sup>(3)</sup> | \$ 0 |  | <u>(3)</u> | <u>(3)</u> | Class A<br>Common<br>Stock | 3,383 |
|---|------|--|------------|------------|----------------------------|-------|

|   |      |  |            |            |                            |        |
|---|------|--|------------|------------|----------------------------|--------|
| Class B<br>Common<br>Stock <sup>(3)</sup> | \$ 0 |  | <u>(3)</u> | <u>(3)</u> | Class A<br>Common<br>Stock | 31,981 |
|---|------|--|------------|------------|----------------------------|--------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Hanna Virginia L<br>8105 IRVINE CENTER DRIVE, SUITE 1170<br>IRVINE, CA 92618 |               |           |         | X     |

## Signatures

/s/ Lina Davidian as attorney-in-fact for Virginia L.  
Hanna

05/29/2012

      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) Represents shares of Class A Common Stock underlying a restricted stock unit award that will vest as to all underlying shares on the date of the 2013 annual stockholders meeting.
- (2) The option will be fully vested and immediately exercisable on the date of the 2013 annual stockholders meeting.
- (3) 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.
- (4) The trustee of the trust is the husband of the reporting person. The reporting person disclaims beneficial ownership of these securities except to the extent of the reporting person's economic interest therein, and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership of any of the reported securities for purposes of Section 16 or for any other purposes.
- (5) 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.

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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