

Sowell William D  
Form 4  
March 10, 2011

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sowell William D

(Last) (First) (Middle)

605 E. HUNTINGTON DRIVE,  
SUITE 205

(Street)

MONROVIA, CA 91016

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/08/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 03/08/2011                              |                                                             | C                                    | 14,777 A \$ 0                                                              | 14,777                                                                                                             | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            | 03/08/2011                              |                                                             | S <sup>(1)</sup>                     | 14,777 D \$ 45 0                                                           |                                                                                                                    | D                                                                    |                                                                   |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

# Edgar Filing: Sowell William D - Form 4

**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 or Number of Shares |
| Stock Option (right to buy Class B Common Stock) <sup>(2)</sup> | \$ 10.84                                               | 03/08/2011                           |                                                    | M                              |                                                                                         |                                                          | 2,000  | <sup>(3)</sup>                                              | 03/19/2019      | Class B Common Stock                | 2,000                      |
| Stock Option (right to buy Class B Common Stock) <sup>(2)</sup> | \$ 17.19                                               | 03/08/2011                           |                                                    | M                              |                                                                                         |                                                          | 12,777 | <sup>(4)</sup>                                              | 08/03/2019      | Class B Common Stock                | 12,777                     |
| Class B Common Stock <sup>(2)</sup>                             | \$ 0                                                   | 03/08/2011                           |                                                    | M                              |                                                                                         |                                                          | 14,777 | <sup>(2)</sup>                                              | <sup>(2)</sup>  | Class A Common Stock                | 14,777                     |
| Class B Common Stock <sup>(2)</sup>                             | \$ 0                                                   | 03/08/2011                           |                                                    | C                              |                                                                                         |                                                          | 14,777 | <sup>(2)</sup>                                              | <sup>(2)</sup>  | Class A Common Stock <sup>(5)</sup> | 14,777                     |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships                    |
|------------------------------------------------------------------------------|----------------------------------|
|                                                                              | Director 10% Owner Officer Other |
| Sowell William D<br>605 E. HUNTINGTON DRIVE, SUITE 205<br>MONROVIA, CA 91016 | Chief Operating Officer          |

## Signatures

/s/ Lina Davidian as attorney-in-fact for William D. Sowell

03/10/2011

                     \*\*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 s Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2010.
- (2) 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.
- (3) Options vest as to 1/4 of the shares on March 2, 2010 and then 1/48th monthly thereafter, subject to the reporting person's provision of service to the issuer on each vesting date.
- (4) Options vest as to 1/4 of the shares on July 21, 2010 and then 1/48th monthly thereafter, subject to the reporting person's provision of service to the issuer on each vesting 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.

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