

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
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REPORTING OWNER

Streit Steven W

CIK: **1494395**

Type: **4** | Act: **34** | File No.: **001-34819** | Film No.: **13663652**

Mailing Address

605 E. HUNTINGTON DRIVE,
SUITE 205
MONROVIA CA 91016

ISSUER

GREEN DOT CORP

CIK: **1386278** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **6199** Finance services

Mailing Address

3465 E. FOOTHILL BLVD
PASADENA CA 91107

Business Address

3465 E. FOOTHILL BLVD
PASADENA CA 91107
6267652000

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Streit Steven W (Last) (First) (Middle) 3465 EAST FOOTHILL BOULEVARD (Street) PASADENA, CA 91107 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol GREEN DOT CORP [GDOT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013	
	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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	02/28/2013		C		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		C		13,089	A	\$ 0	13,089	I	By Streit 2009 GRAT B ⁽¹⁾
Class A Common Stock	02/28/2013		G	V	13,089	D	\$ 0	0	I	By Streit 2009 GRAT 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

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock ⁽⁵⁾	(5)	02/28/2013		<u>C</u>			261,813	(5)	(5)	Class A Common Stock	261,813	\$ 0	0	I	By Streit 2009 GRAT A ^(L)
Class B Common Stock ⁽⁵⁾	(5)	02/28/2013		<u>C</u>			13,089	(5)	(5)	Class A Common Stock	13,089	\$ 0	0	I	By Streit 2009 GRAT B ^(L)
Class B Common Stock ⁽⁵⁾	(5)							(5)	(5)	Class A Common Stock	2,638,294		2,638,294	I	By Steven W. Streit Family Trust ^(L)
Class B Common Stock ⁽⁵⁾	(5)							(5)	(5)	Class A Common Stock	28,020		28,020	I	By minor children

Explanation of Responses:

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.

Signatures

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

** Signature of Reporting Person

03/04/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.