

Troughton Mark T  
Form 4  
July 29, 2010

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Troughton Mark T

(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)  
07/27/2010

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

President, Cards and Network

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 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	07/27/2010		C		110,000	A	\$ 0	110,000	D
Class A Common Stock	07/27/2010		S		110,000	D	\$ 33.48	0	D
Class A Common Stock	07/27/2010		P		1,250	A	\$ 36	1,250	I
Class A Common								0	I
									By wife
									By Mark Troughton

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

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. 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Stock Option (right to buy Class B Common Stock)	\$ 1.41	07/27/2010		M		110,000		01/19/2010	01/19/2016	Class B Common Stock <sup>(1)</sup>	1
Class B Common Stock <sup>(1)</sup>	\$ 0	07/27/2010		M		110,000		<sup>(1)</sup>	<sup>(1)</sup>	Class A Common Stock	1
Class B Common Stock <sup>(1)</sup>	\$ 0	07/27/2010		C		110,000		<sup>(1)</sup>	<sup>(1)</sup>	Class A Common Stock <sup>(2)</sup>	1
Class B Common Stock <sup>(1)</sup>	\$ 0							<sup>(1)</sup>	<sup>(1)</sup>	Class A Common Stock	1
Class B Common Stock <sup>(1)</sup>	\$ 0							<sup>(1)</sup>	<sup>(1)</sup>	Class A Common Stock	1

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

Reporting Owners

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Troughton Mark T  
605 E. HUNTINGTON DRIVE, SUITE 205  
MONROVIA, CA 91016

X President,  
Cards and  
Network

## Signatures

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

07/29/2010

\_\_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) 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.
- (3) The reporting person is the trustee of the Mark Troughton GRAT.
- (4) 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.  
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