

GREEN DOT CORP
Form 4
December 14, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 DAVID W

(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)
12/13/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	12/13/2010		C		727,150	A	\$ 0	727,150 ⁽¹⁾	I	By David W. Hanna, Trustee of the David William Hanna Trust dated October 30, 1989
Class A Common Stock	12/13/2010		S		727,150	D	\$ 58.56	0	I	By David W. Hanna, Trustee of

									the David William Hanna Trust dated October 30, 1989
Class A Common Stock	12/13/2010		C	33,769	A	\$ 0	33,769 ⁽²⁾	I	By Tim J. Morgan, Trustee of David W. Hanna Children's Trust dated 6/5/08
Class A Common Stock	12/13/2010		S	33,769	D	\$ 58.56	0	I	By Tim J. Morgan, Trustee of David W. Hanna Children's Trust dated 6/5/08
Class A Common Stock	12/13/2010		C	36,219	A	\$ 0	36,219 ⁽²⁾	I	By Virginia L. Hanna Trust dated August 16, 2001
Class A Common Stock	12/13/2010		S	36,219	D	\$ 58.56	0	I	By Virginia L. Hanna Trust dated August 16, 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8
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Security			Code	(Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				V	(A)				
Class B Common Stock ⁽³⁾	\$ 0	12/13/2010	C		727,150	<u>(3)</u>	<u>(3)</u>	Class A Common Stock ⁽⁴⁾	727,150
Class B Common Stock ⁽³⁾	\$ 0	12/13/2010	C		33,769	<u>(3)</u>	<u>(3)</u>	Class A Common Stock ⁽⁴⁾	33,769
Class B Common Stock ⁽³⁾	\$ 0	12/13/2010	C		36,219	<u>(3)</u>	<u>(3)</u>	Class A Common Stock ⁽⁴⁾	36,219

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANNA DAVID W 8105 IRVINE CENTER DRIVE, SUITE 1170 IRVINE, CA 92618		X		

Signatures

/s/ Lina Davidian as attorney-in-fact for David W. Hanna

12/14/2010

**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 reporting person is the trustee of the trust.
- (2) 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.
- (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 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.

On September 10, 2010, Tim J. Morgan, Trustee of Hanna Annuity Trust dated 6/5/2008 (the "Annuity Trust"), distributed all shares of Class B Common Stock held by the Annuity Trust, of which 41,483 shares were distributed to David W. Hanna, Trustee David William Hanna Trust dated October 30, 1989.

- (6) On September 10, 2010, Tim J. Morgan, Trustee of Hanna Annuity Trust dated 6/5/2008 (the "Annuity Trust"), distributed all shares of Class B Common Stock held by the Annuity Trust, of which 37,152 shares were distributed to Tim J. Morgan, Trustee of David W. Hanna Children's Trust dated 6/5/2008, of which 33,769 of such shares were sold on December 13, 2010.

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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