

Streit Steven W
Form 4
March 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
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]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2013

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)
Chairman, President and CEO

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 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	02/28/2013		G	V	13,089	D	\$ 0	0	I	By Streit 2009 GRAT

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Stock									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

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock ⁽⁵⁾	⁽⁵⁾	02/28/2013		C	261,813	⁽⁵⁾ ⁽⁵⁾	Class A Common Stock 261,813
Class B Common Stock ⁽⁵⁾	⁽⁵⁾	02/28/2013		C	13,089	⁽⁵⁾ ⁽⁵⁾	Class A Common Stock 13,089

Class B Common Stock <u>(5)</u>	<u>(5)</u>	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	2,638,294
Class B Common Stock <u>(5)</u>	<u>(5)</u>	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	28,020

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Streit Steven W 3465 EAST FOOTHILL BOULEVARD PASADENA, CA 91107	X	X	Chairman, President and CEO	

Signatures

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

03/04/2013

 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) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.