

Riseman Benson A  
 Form 4  
 December 14, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Riseman Benson A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 605 E. HUNTINGTON DRIVE,  
 SUITE 205

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/13/2010

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

(Street)  
 MONROVIA, CA 91016

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

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	12/13/2010		C		427,633	A	\$ 0	427,633 <sup>(1)</sup>	I	By Benson A. Riseman Living Trust
Class A Common Stock	12/13/2010		S		427,633	D	\$ 58.56	0	I	By Benson A. Riseman Living Trust
Class A Common Stock	12/13/2010		C		39,596	A	\$ 0	39,596 <sup>(1)</sup>	I	By Benson A Riseman Grantor Retained

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Class A Common Stock	12/13/2010	S	39,596	D	\$ 58.56	0	I	Annuity Trust  By Benson A Riseman Grantor Retained Annuity Trust
Class A Common Stock	12/13/2010	C	15,555	A	\$ 0	15,555 <sup>(1)</sup>	I	By Benson A. Riseman Irrevocable Life Insurance Trust
Class A Common Stock	12/13/2010	S	15,555	D	\$ 58.56	0	I	By Benson A. Riseman Irrevocable Life Insurance Trust
Class A Common Stock						100	D	

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

**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 control number.**

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(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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Class B Common Stock <sup>(2)</sup>	\$ 0	12/13/2010		C	427,633	<u>(2)</u>	<u>(2)</u>	Class A Common Stock <sup>(3)</sup>	427,633
	\$ 0	12/13/2010		C	39,596	<u>(2)</u>	<u>(2)</u>		39,596

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Class B  
Common  
Stock (2)

Class A  
Common  
Stock (3)

Class B Common Stock <u>(2)</u>	\$ 0	12/13/2010	C	15,555	<u>(2)</u>	<u>(2)</u>	Class A Common Stock <u>(3)</u>	15,555
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Class B Common Stock <u>(2)</u>	\$ 0				<u>(2)</u>	<u>(2)</u>	Class A Common Stock	4,937
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### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Riseman Benson A 605 E. HUNTINGTON DRIVE, SUITE 205 MONROVIA, CA 91016		X		

### Signatures

/s/ Lina Davidian as attorney-in-fact for Benson A. Riseman	12/14/2010
<u>        </u> **Signature of Reporting Person	<u>        </u> 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 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) 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. 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.