Sgoutas Konstantinos Form 4 March 06, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sgoutas Konstantinos			2. Issuer Name and Ticker or Trading Symbol GREEN DOT CORP [GDOT]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (I		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
605 E. HUNTINGTON DR., SUITE 205		R., SUITE	(Month/Day/Year) 03/02/2012	Director 10% Owner _X Officer (give title Other (specify below) Chief Revenue Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MONROVIA, CA 91016			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Class A Common Stock	03/05/2012		C	2,000	A	\$ 0	13,907 (1)	D	
Class A Common Stock	03/05/2012		S(2)	2,000	D	\$ 32.143	11,907 (1)	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securi (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Stock Option (right to buy Class A Common Stock)	\$ 32.36	03/02/2012		A	45,000		(3)	03/02/2022	Class A Common Stock	45,
Stock Option (right to buy Class B Common Stock)	\$ 20.01	03/05/2012		M		2,000	<u>(4)</u>	11/12/2019 <u>(5)</u>	Class B Common Stock (5)	2,0
Class B Common Stock	\$ 0	03/05/2012		M	2,000		<u>(5)</u>	<u>(5)</u>	Class A Common Stock	2,0
Class B Common Stock	\$ 0	03/05/2012		C		2,000	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	2,0

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting 6 with Future 7 Future 55	Director	10% Owner	Officer	Other				
Sgoutas Konstantinos 605 E. HUNTINGTON DR., SUITE 205 MONROVIA, CA 91016			Chief Revenue Officer					
Signatures								
/s/ Lina Davidian as attorney-in-fact for Ko Sgoutas	nstaninos	03/06/2012						
**Signature of Reporting Person		Date						

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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) Includes shares of Class A Common Stock underlying a restricted stock unit award that vests as to 25% of the shares at each anniversary of the vesting commencement date, subject to the reporting person's provision of services to the issuer on each vesting date.
- The sales reported on this Form 4 were effected pursuant to s Rule 10b5-1 trading plan adopted by the reporting person on November 29, 2011.
- (3) Options vest as to 1/4 of the shares on March 2, 2013 and then 1/48th monthly thereafter, subject to the reporting person's provision of service to the issuer on each vesting date.
- Options vest as to 1/4 of the shares on November 12, 2010 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.
- (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.