

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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|---|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person* <u>Hanna Virginia L</u> <hr/> (Last) (First) (Middle) 8105 IRVINE CENTER DRIVE, SUITE 1170 <hr/> (Street) IRVINE CA 92618 <hr/> (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>GREEN DOT CORP [GDOT]</u> | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/13/2010 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | |

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 | \$0.00 | 727,150 ⁽¹⁾ | I | By David W. Hanna, Trustee, 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, David William Hanna Trust dated October 30, 1989 |
| Class A Common Stock | 12/13/2010 | | C | | 33,769 | A | \$0.00 | 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 | \$0.00 | 36,219 | I | By Virginia L. Hanna Trust dated August 16, 2001 |

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 | | S | | 36,219 | D | \$58.56 | 0 | I | By Virginia L. Hanna Trust dated August 16, 2001 |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Class B Common Stock ⁽³⁾ | \$0.00 | 12/13/2010 | | C | | 727,150 | | (3) | (3) | Class A Common Stock ⁽⁴⁾ | 727,150 | \$0.00 | 344,288 ⁽¹⁾⁽⁵⁾ | I | By David W. Hanna, Trustee, David William Hanna Trust dated October 30, 1989 |
| Class B Common Stock ⁽³⁾ | \$0.00 | 12/13/2010 | | C | | 33,769 | | (3) | (3) | Class A Common Stock ⁽⁴⁾ | 33,769 | \$0.00 | 3,383 ⁽²⁾⁽⁶⁾ | I | By Tim J. Morgan, Trustee of David W. Hanna Children's Trust dated 6/5/08 |
| Class B Common Stock ⁽³⁾ | \$0.00 | 12/13/2010 | | C | | 36,219 | | (3) | (3) | Class A Common Stock ⁽⁴⁾ | 36,219 | \$0.00 | 31,981 | I | By Virginia L. Hanna Trust dated August 16, 2001 |

Explanation of Responses:

- The trustee of the trust is the husband of the reporting person. The reporting person disclaims beneficial ownership of these securities except to the extent of the reporting person's economic interest therein, and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership of any of the reported securities for purposes of Section 16 or for any other purposes.
- 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.
- 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.
- 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.
- 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 6/5/08, of which 33,769 of such shares were sold on December 13, 2010.

Remarks:

/s/ Lina Davidian as attorney-in-fact for Virginia L. Hanna 12/14/2010

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.