FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPROVAL									
l	OMB Number:	3235-0287								
l	Estimated average burden									
l	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).

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

Name and Address of Reporting Person* Sowell William D					2. Issuer Name and Ticker or Trading Symbol GREEN DOT CORP [GDOT]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
JUWEII WIIIIdili D															Director			10% Ov	vner	
-														X		give title		Other (s	specify	
6 a 6 a 6 a 6 a 6 a 6 a 6 a 6 a 6 a 6 a					3. Date of Earliest Transaction (Month/Day/Year)									below) below)					- 1	
(Last) (First) (Middle)				- 10	04/01/2011									Chief Operating Officer						
605 E. HUNTINGTON DRIVE, SUITE 205				- 1`	07/01/2011									Cilier Operating Officer						
000 1.11	011111101	OIV BIG VE, 50	112 200	L																
			— <u>/</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable							
(Street)														Line)						
MONRO	IVIA C	CA 91016												X Form filed by One Reporting Person						
MONIC	VIA CA		21010												Form filed by More than One Reporting					
-				— I											Form fil Person	ed by Mor	e than	One Repor	ting	
(City)	(9	State)	(Zip)												Person					
(City)	(=	nuic)	(ΔΙΡ)																	
		Та	ble I - Non-E	erivat	ive S	ecuritie	s Ac	quire	l, D	ispos	sed o	f, or Be	neficia	lly (Owned					
1 Title of	Socurity (Inc	tr 2\	2	Transact	ion	2A. Deem	had	3.		1	Securi	ties Acquii	ed (A) or		5. Amoun	t of	6.0	nership	7. Nature of	
1. Title of Security (Instr. 3) 2. Tr					1011		Execution Date,					rities Acquired (A) or ed Of (D) (Instr. 3, 4 an					Form: Direct		Indirect Beneficial	
				(Month/Day/Year)		Year) if any			Code (Instr.			5)			Beneficia		(D) or	or Indirect		
						(Month/Day/Year		ar) 8)		- 1				Owned F		ollowing	(I) (In:		Ownership	
									$\neg \Gamma$			(4)	r	Reported Transact		on(c)		- 1	(Instr. 4)	
								Cod	e V	/ Ar	mount	(A) c	Price	rice (Instr. 3		nd 4)				
								_		_					,		_	$\overline{}$		
Class A (Common St	ock												0		D		(l		
															J		<u> </u>			
			Table II - De	rivativ	e Sec	urities	Acq	uired,	Dis	spose	ed of,	or Ben	eficiall	y O	wned					
			(e.	g., put	s, cal	ls, warr	ants	s, opti	ons	, con	vertil	ble secu	ırities)							
1. Title of	2.	3. Transaction Date (Month/Day/Year)	3A. Deemed	4.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisa Expiration Date (Month/Day/Year		cisable	and	7. Title and Amo		ount 8. Pri		9. Numbe	er of	10.	11. Nature	
Derivative	Conversion		Execution Date,	e, Tran Code	action					Date		of Securities Underlying		Derivative Security		derivative		Ownership		
Security	or Exercise		if any		(Instr.											Securities		Form:	Beneficial	
(Instr. 3)	Price of Derivative		(Month/Day/Yea	r) 8)							Derivative Secur (Instr. 3 and 4)		(Instr. 5)		Beneficia Owned	illy	Direct (D) or Indirect	t (Instr. 4)		
	Security									(111511.5 a)		iu 4)		ĺ	Following	,	(I) (Instr. 4)			
	County															Reported	ď	(1) (111541. 4)		
					Т								Amount	_		Transact (Instr. 4)	ion(s)			
										1			or	١.		(11150.4)				
								Date		Expira	ation		Number	.						
				Code	١v	(A)	(D)	Exercis	able	Date		Title	of Share	es						
Stock																				
Option	1	l				1													1	
(right to	1	l				1						Class B							1	
buy Class	\$45.31	04/01/2011		A		120,000		(2)		04/01	/2021	Common	120,00	00 l	\$0.00	120,0	00	D	1	
В				"		,				""		Stock ⁽¹⁾				===,0	-	_	1	
Common	1	l				1													1	
Stock) ⁽¹⁾																			1	
Class P		i										Class A								
Class B Common	\$0.00				1	1		(1)		1 0	1)	Class A Common	0			0		D	1	
Stock ⁽¹⁾	40.00	l				1		(7		1 "		Stock	I			l "			1	
JIUCK.		1								1		Otock								

Explanation of Responses:

- 1. 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.
- 2. Options vest as to 1/4 of the shares on April 1, 2012 and then 1/48th monthly thereafter, subject to the reporting person's provision of service to the issuer on each vesting date.

Remarks:

/s/ Lina Davidian as attorney-infact for William D. Sowell 04/05/2011

** 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.