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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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 APPRC	DVAL
OMB Number:	3235-0287
Estimated average burd	en
hours per response:	0.5

1. Name and Address of Reporting Person [*] Ricci John C			2. Issuer Name and Ticker or Trading Symbol <u>GREEN DOT CORP</u> [GDOT]	(Check	tionship of Reporting Per all applicable) Director Officer (give title	on(s) to Issuer 10% Owner Other (specify	
(Last) (First) (Middle) 605 E. HUNTINGTON DRIVE, SUITE 205		(,	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2011		below) General Counsel ar	below)	
(Street) MONROVIA CA 91016		91016	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)	vative Securities Acquired, Disposed of, or Benefi		Person		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	mount (A) or (D)		Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock								0	D	
Class A Common Stock								0	I	By minor children

 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. Transa Code (8)		of		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)		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				
Stock Option (right to buy Class B Common Stock)	\$45.31	04/01/2011		A		9,000		(1)	04/01/2021	Class B Common Stock ⁽²⁾	9,000	\$0.00	9,000	D	
Class B Common Stock ⁽²⁾	\$0.00							(2)	(2)	Class A Common Stock	4,400		4,400	D	
Class B Common Stock ⁽²⁾	\$0.00							(2)	(2)	Class A Common Stock	4,460		4,460 ⁽³⁾	I	By minor children

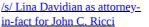
Explanation of Responses:

1. 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 services to the issuer on each vesting date.

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 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.

Remarks:



** Signature of Reporting Person

04/05/2011

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

 \ast 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.