

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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).

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Troughton Mark T</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>605 E. HUNTINGTON DRIVE, SUITE 205</p> <hr/> <p>(Street)</p> <p>MONROVIA CA 91016</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>GREEN DOT CORP [ GDOT ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>12/13/2010</p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;"><u>President, Cards and Network</u></p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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**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		99,984	A	\$0.00	99,984	D	
Class A Common Stock	12/13/2010		S		99,984	D	\$58.56	0	D	
Class A Common Stock								1,250	I	By wife
Class A Common Stock								0	I	By Mark Troughton GRAT
Class A Common Stock								0	I	By Tara McWhirter GRAT

**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				
Stock Option (right to buy Class B Common Stock)	\$1.41	12/13/2010		M		39,198		01/19/2010	01/19/2016	Class B Common Stock <sup>(1)</sup>	39,198	\$0.00	3,927	D	
Stock Option (right to buy Class B Common Stock)	\$4.64	12/13/2010		M		10,704		(2)	02/15/2018	Class B Common Stock <sup>(1)</sup>	10,704	\$0.00	439,206	D	
Class B Common Stock <sup>(1)</sup>	\$0.00	12/13/2010		M		49,992		(1)	(1)	Class A Common Stock	49,992	\$0.00	548,233	D	
Class B Common Stock <sup>(1)</sup>	\$0.00	12/13/2010		C		99,984		(1)	(1)	Class A Common Stock <sup>(3)</sup>	99,984	\$0.00	448,249	D	
Class B Common Stock <sup>(1)</sup>	\$0.00							(1)	(1)	Class A Common Stock	125,000		125,000	I	By Mark Troughton GRAT <sup>(4)</sup>
Class B Common Stock <sup>(1)</sup>	\$0.00							(1)	(1)	Class A Common Stock	125,000		125,000	I	By Tara McWhirter GRAT <sup>(5)</sup>

**Explanation of Responses:**

- 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.
- Options vest as to 1/4 of the shares on August 31, 2008 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting 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.
- The reporting person is the trustee of the Mark Troughton GRAT.
- The reporting person's spouse is the trustee of the Tara McWhirter GRAT.

**Remarks:**

/s/ Lina Davidian as attorney-in-  
fact for Mark T. Troughton

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.

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