FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| wasnington, D.C. 20549                       | OMB APPROV  |       |  |
|--|-------------|-------|--|
| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP | OMB Number: | 3235- |  |

| - 1 |                       |           |
|-----|-----------------------|-----------|
|     | OMB Number:           | 3235-0287 |
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|     | 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

| 1. Name and Address of Reporting Person* <u>Hanna Virginia L</u>   |   |                          |                                  |                             |                         | 2. Issuer Name and Ticker or Trading Symbol GREEN DOT CORP [ GDOT ] |  |                     |                  |                  |  |                    |               |                                      | 5. Relationship of Reportir<br>(Check all applicable)<br>X Director                            |                                |   | g Person(s) to Issuer<br>10% Owner    |  |
|--|---|--------------------------|----------------------------------|-----------------------------|-------------------------|---|--|---------------------|------------------|------------------|--|--------------------|---------------|--------------------------------------|--|--------------------------------|---|---------------------------------------|--|
| (Last)<br>8105 IRV   | ,   | irst)<br>FER DRIVE, SU   | (Middle)<br>JITE 1170            | )                           |                         | Date (  |  | st Trai             | nsaction (       | Month            | n/Day/Year)  |                    |               |                                      | Officer<br>below)  | (give title                    |   | Other (:<br>below)                    | specify  |
| (Street) IRVINE  | C.  | A                        | 92618                            |                             | _   4.                  | f Ame   | endment,                                     | , Date              | of Origin        | al File          | ed (Month/D  | ay/Ye              | ear)          | Line                                 | X Form f   | iled by On<br>iled by Mo       | e Repor   | (Check Ap<br>ting Perso<br>One Repo   | n  |
| (City)   | (S  | tate)                    | (Zip)                            |                             |                         |   |  |                     |                  |                  |  |                    |               |                                      | Persor   |                                |   |                                       |  |
|  |   | Tal                      | ole I - No                       | n-Deri                      | vativ                   | e Se  | curitie                                      | es A                | cquire           | d, Di            | sposed   | of, o              | r Ber         | neficial                             | y Owned  | 1                              |   |                                       |  |
| 1. Title of  | Security (Ins   | tr. 3)                   |                                  | 2. Trans<br>Date<br>(Month/ |                         | ar)   I   | 2A. Deem<br>Execution<br>if any<br>(Month/Da | n Date              | Code             | action<br>(Instr | 4. Securi<br>Dispose<br>5)   | ities A<br>d Of (E | D) (Instr     | (A) or<br>. 3, 4 and                 | 5. Amour<br>Securitie<br>Beneficia<br>Owned F<br>Reported                                      | s<br>Illy<br>ollowing          | 6. Own<br>Form:<br>(D) or I<br>(I) (Inst                          | Direct I<br>ndirect E<br>tr. 4)       | 7. Nature of<br>ndirect<br>Beneficial<br>Dwnership<br>Instr. 4)              |
|  |   |                          |                                  |                             |                         |   |  |                     | Code             | v                | Amount   |                    | (A) or<br>(D) | Price                                | Transacti<br>(Instr. 3 a   | on(s)<br>ind 4)                |   |                                       |  |
| Class A C  | Common St   | ock                      |                                  | 05/24                       | 4/2012                  | 2   |  |                     | A                |                  | 1,385  | (1)                | A             | \$0.00                               | 2,2  | 222                            | ]   | D                                     |  |
| Class A C  | Common St   | ock                      |                                  |                             |                         |   |  |                     |                  |                  |  |                    |               |                                      |  | )                              |   | I I                                   | By David W. Hanna, Frustee, David William Hanna Frust Jated October B0, 1989 |
| Class A (  | Common St   | ock                      |                                  |                             |                         |   |  |                     |                  |                  |  |                    |               |                                      |  | )                              |   | I I                                   | By Tim J. Morgan, Frustee of David W. Hanna Children's Frust dated 5/5/08    |
| Class A (  | Common St   | ock                      |                                  |                             |                         |   |  |                     |                  |                  |  |                    |               |                                      |  | )                              |   | I C                                   | By<br>Virginia<br>L. Hanna<br>Frust<br>lated<br>August<br>16, 2001           |
|  |   |                          | Table II -                       |                             |                         |   |  |                     |                  |                  | posed o  |                    |               |                                      | Owned  |                                |   |                                       |  |
| 1. Title of  | 2.  | 3. Transaction           | 3A. Deeme                        | ed                          | 4.                      |   | 5. Nun                                       |                     | 6. Date E        | xercis           | sable and  | 7. Tit             | tle and       | Amount                               | 8. Price of  | 9. Numb                        |   | 10.                                   | 11. Nature   |
| Derivative<br>Security<br>(Instr. 3)                               | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | Date<br>(Month/Day/Year) | Execution<br>if any<br>(Month/Da |                             | Transa<br>Code (I<br>8) | action of Ex  |  | Expiration (Month/E |                  |                  | of Securities<br>Underlying<br>Derivative Secu<br>(Instr. 3 and 4) |                    | ecurity       | Derivative<br>Security<br>(Instr. 5) | derivativ<br>Securitie<br>Beneficia<br>Owned<br>Followin<br>Reported<br>Transact<br>(Instr. 4) | es<br>ally<br>g<br>d<br>ion(s) | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |   |                          |                                  |                             | Code                    | v   | (A)  | (D)                 | Date<br>Exercisa |                  | Expiration<br>Date   | Title              | l c           | Amount<br>or<br>Number<br>of Shares  |  |                                |   |                                       |  |
| Stock<br>option<br>(right to<br>buy Class<br>A<br>Common<br>Stock) | \$21.65   | 05/24/2012               |                                  |                             | A                       |   | 7,820  |                     | (2)              |                  | 05/24/2022   | Clas<br>Com<br>Sto | mon           | 7,820                                | \$0.00   | 7,82                           | 0   | D                                     |  |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |      |      |      |   |                              |                     |   |                                      |  |     |  |                      |  |  |  |  |
|--|---|--|------|------|------|---|------------------------------|---------------------|---|--------------------------------------|--|-----|--|----------------------|--|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | Date | Date | Date | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |                     | 5. Nun<br>of<br>Deriva<br>Securi<br>Acquii<br>(A) or<br>Dispos<br>of (D)<br>(Instr.<br>and 5) | itive<br>ities<br>red<br>sed<br>3, 4 | 6. Date Exerc<br>Expiration Da<br>(Month/Day/\ | ate | 7. Title and of Securit Underlyin Derivative (Instr. 3 and | ies<br>g<br>Security | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)  | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |  |      | Code | v    | (A)   | (D)                          | Date<br>Exercisable | Expiration<br>Date  | Amount or Number of Shares           |  |     |  |                      |  |  |  |  |
| Class B<br>Common<br>Stock <sup>(3)</sup>  | \$0.00  |  |      |      |      |   |                              | (3)                 | (3)   | Class A<br>Common<br>Stock           | 344,288  |     | 344,288 <sup>(4)</sup>                                     | I                    | By David<br>W. Hanna,<br>Trustee,<br>David<br>William<br>Hanna<br>Trust dated<br>October<br>30, 1989 |  |  |  |
| Class B<br>Common<br>Stock <sup>(3)</sup>  | \$0.00  |  |      |      |      |   |                              | (3)                 | (3)   | Class A<br>Common<br>Stock           | 3,383  |     | 3,383 <sup>(5)</sup>                                       | I                    | By Tim J.<br>Morgan,<br>Trustee of<br>David W.<br>Hanna<br>Children's<br>Trust dated<br>6/5/08       |  |  |  |
| Class B<br>Common<br>Stock <sup>(3)</sup>  | \$0.00  |  |      |      |      |   |                              | (3)                 | (3)   | Class A<br>Common<br>Stock           | 31,981   |     | 31,981   | I                    | By Virginia<br>L. Hanna<br>Trust dated<br>August 16,   |  |  |  |

## Explanation of Responses:

- 1. Represents shares of Class A Common Stock underlying a restricted stock unit award that will vest as to all underlying shares on the date of the 2013 annual stockholders meeting.
- 2. The option will be fully vested and immediately exercisable on the date of the 2013 annual stockholders meeting.
- 3. 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.
- 4. 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.
- 5. 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:

/s/ Lina Davidian as attorneyin-fact for Virginia L. Hanna

05/29/2012

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.