FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL OMB Number 3235-0287 Estimated average burden hours per response 0.5

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* Ricci John C						2. Issuer Name and Ticker or Trading Symbol GREEN DOT CORP [GDOT]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
MICCI J	<u>omi C</u>													Director Officer	give title		10% Ov Other (s	·
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year)								below)	.0	1	below)	` ´	
605 E. HUNTINGTON DRIVE, SUITE 205				12	12/13/2010 4. If Amendment, Date of Original Filed (Month/Day/Year)								Gener	al Couns	sel an	d Secretar	y	
(Street)				4.									6. Individual or Joint/Group Filing (Check Applicable Line)					
MONROVIA CA 91016													X Form fil	ed by One	e Repo	rting Persor	n	
(City)	(5	State)	(Zip)											Form fil Person		re than	One Repor	ting
			ıble I - Noı	n-Deriv	ativ	ve S	ecuriti	es Acq	uired,	Dis	posed of,	or Bene	eficiall	y Owned				
1. Title of Security (Instr. 3) 2. Transa Date				saction n/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial	
							(MONTH/L	ay/Year)	8) Code	v	Amount	(A) or	Price	Reported Transacti	on(s)	(i) (in		Ownership (Instr. 4)
Class A C	Common St	ock		12/13/2010		10			С		48,324	(D) A	\$0.00	(Instr. 3 and 4) 48,324			D	
Class A C	Common St	ock		12/13/2010		_			S		48,324	D	\$58.5				D	
Class A C	Common St	ook												1			I	By minor
Class A Common Stock													'	0		1	children	
			Table II -	Derivat	tive uts	Sec s. ca	curities	Acqu rants.	ired, C	Disp	osed of, o	r Benef e securi	icially ties)	Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/	(e.g., p	uts	ction Instr.	5. Numl Derivati Securiti	per of ive ies ed (A) or	option	Exercion Da	isable and	7. Title and of Security Underlying Derivative (Instr. 3 and	I Amount es Security		9. Number derivative Securitie Beneficia Owned Following Reported	re es ally g d	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Da	(e.g., p	ansac ode (I	ction	5. Numl Derivati Securiti Acquire Dispose (D) (Insi	per of ive ies ed (A) or	6. Date Expirati	Exercion Day/Y	isable and	7. Title and of Securiti Underlying Derivative	I Amount es Security	8. Price of Derivative Security (Instr. 5)	derivative Securitie Beneficia Owned Following	re es ally g d tion(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Da	(e.g., p	nuts nansadde (I	ction Instr.	5. Numl Derivati Securiti Acquire Dispose (D) (Insi and 5)	per of tive ties ed (A) or ed of tr. 3, 4	6. Date Expirati (Month/	Exercion Da Day/Y	isable and tee (ear)	e Securi 7. Title and of Securiti Underlying Derivative (Instr. 3 an	I Amountes Security d 4) Amount or Number of	8. Price of Derivative Security (Instr. 5)	derivative Securitie Beneficia Owned Following Reported Transacti	re es ally g d tion(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (right to buy Series B Preferred	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	3A. Deemed Execution Da	(e.g., p	ansacde (I	ction Instr.	5. Numl Derivati Securiti Acquire Dispose (D) (Insi and 5)	per of tive ties to defend the control of the contr	Optior 6. Date Expirati (Month/	Exercision Day/Y	envertible isable and ite ear) Expiration Date	7. Title and of Securiti Underlying Derivative (Instr. 3 and Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	derivative Securitie Beneficia Owned Followine Reported Transact (Instr. 4)	resally g di di dion(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Stock Option (right to buy Series B Preferred Stock) Class B Common	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	3A. Deemed Execution Da	(e.g., p	ansade (I	ction Instr.	5. Numl Derivati Securiti Acquire Dispose (D) (Insi and 5)	per of tive ties to defend the control of the contr	Option 6. Date Expirati (Month/	Exercion Day/Y	Expiration Date	7. Title and of Securiti Underlying Derivative (Instr. 3 am Title Class B Common Stock ⁽²⁾	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	derivativ Securitie Beneficie Owned Following Reported Transact (Instr. 4)	re se	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

- 1. 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.
- 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 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.
- 4. 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 attorney-infact for John C. Ricci

12/14/2010

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

** Signature of Reporting Person

Date

- * 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.