

Riseman Benson A
Form 4
December 14, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Riseman Benson A

2. Issuer Name and Ticker or Trading Symbol
GREEN DOT CORP [GDOT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
605 E. HUNTINGTON DRIVE,
SUITE 205

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2010

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

MONROVIA, CA 91016

(City) (State) (Zip)

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 | | 427,633 | A | \$ 0 | 427,633 ⁽¹⁾ | I | By Benson A. Riseman Living Trust |
| Class A Common Stock | 12/13/2010 | | S | | 427,633 | D | \$ 58.56 | 0 | I | By Benson A. Riseman Living Trust |
| Class A Common Stock | 12/13/2010 | | C | | 39,596 | A | \$ 0 | 39,596 ⁽¹⁾ | I | By Benson A Riseman Grantor Retained |

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| | | | | | | | | |
|----------------------------|------------|---|--------|---|-------------|-----------------------|---|---|
| Class A Common Stock | 12/13/2010 | S | 39,596 | D | \$ 58.56 | 0 | I | Annuity Trust By Benson A Riseman Grantor Retained Annuity Trust |
| Class A Common Stock | 12/13/2010 | C | 15,555 | A | \$ 0 | 15,555 ⁽¹⁾ | I | By Benson A. Riseman Irrevocable Life Insurance Trust |
| Class A Common Stock | 12/13/2010 | S | 15,555 | D | \$ 58.56 | 0 | I | By Benson A. Riseman Irrevocable Life Insurance Trust |
| Class A Common Stock | | | | | | 100 | D | |

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

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 control number.

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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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Class B Common Stock ⁽²⁾ | \$ 0 | 12/13/2010 | | C | 427,633 | ⁽²⁾ | ⁽²⁾ | Class A Common Stock ⁽³⁾ | 427,633 |
| | \$ 0 | 12/13/2010 | | C | 39,596 | ⁽²⁾ | ⁽²⁾ | | 39,596 |

