

Greenleaf Timothy R  
 Form 4  
 July 29, 2010

**FORM 4**

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

OMB APPROVAL

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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).

**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 \*  
 Greenleaf Timothy R

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)  
 07/27/2010

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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            | 07/27/2010                           |  | C                              |   | 58,087  | A  | \$ 0  |
|                                 |                                      |  |                                |   | 58,087  | (1)  |   |
| Class A Common Stock            | 07/27/2010                           |  | S                              |   | 58,087  | D  | \$ 33.48  |
|                                 |                                      |  |                                |   | 0   |  |   |

By Greenleaf Family Trust Dated May 16, 1999  
 By Greenleaf Family Trust Dated May 16, 1999

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

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SEC 1474  
(9-02)

**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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
|   |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Series A Convertible Preferred Stock <sup>(2)</sup> | \$ 0   | 07/27/2010                           |  | C                              | 30,190  | <sup>(2)</sup> <sup>(2)</sup>                            | Class B Common Stock <sup>(2)</sup> 30,190                    |
| Class B Common Stock <sup>(3)</sup>                 | \$ 0   | 07/27/2010                           |  | C                              | 30,190  | <sup>(3)</sup> <sup>(3)</sup>                            | Class A Common Stock 30,190                                   |
| Class B Common Stock <sup>(3)</sup>                 | \$ 0   | 07/27/2010                           |  | C                              | 58,087  | <sup>(3)</sup> <sup>(3)</sup>                            | Class A Common Stock <sup>(4)</sup> 58,087                    |
| Class B Common Stock <sup>(3)</sup>                 | \$ 0   |                                      |  |                                |   | <sup>(3)</sup> <sup>(3)</sup>                            | Class A Common Stock 5,320                                    |

**Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

Greenleaf Timothy R  
605 E. HUNTINGTON DRIVE, SUITE 205 X  
MONROVIA, CA 91016

## Signatures

/s/ Lina Davidian as attorney-in-fact for Timothy R.  
Greenleaf

07/29/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- The reporting person is the trustee of the trust and disclaims beneficial ownership of these securities except to the extent of the reporting person's pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purposes.
- (1) The convertible preferred stock converted into the issuer's Class B Common Stock on a 1-for-1 basis on the closing of the issuer's initial public offering and had no expiration 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.

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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