

Aldrich Kenneth C
 Form 4
 July 29, 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 *
 Aldrich Kenneth C

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)
 2595 JASON COURT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/27/2010

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

OCEANSIDE, CA 92056

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

(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)	
Class A Common Stock	07/27/2010		C	V	132,714 A \$ 0	132,714 ⁽¹⁾	I	By YKA Partners Ltd.
Class A Common Stock	07/27/2010		S	D	\$ 33.48 0 ⁽¹⁾	I	By YKA Partners Ltd.	

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Series A Convertible Preferred Stock ⁽²⁾	\$ 0	07/27/2010		C	132,714 ⁽¹⁾	⁽²⁾ ⁽²⁾	Class B Common Stock ⁽³⁾
Series C Convertible Preferred Stock ⁽²⁾	\$ 0	07/27/2010		C	92,283 ⁽¹⁾	⁽²⁾ ⁽²⁾	Class B Common Stock ⁽³⁾
Class B Common Stock ⁽³⁾	\$ 0	07/27/2010		C	224,997 ⁽¹⁾	⁽³⁾ ⁽³⁾	Class A Common Stock
Class B Common Stock ⁽³⁾	\$ 0	07/27/2010		C	132,714	⁽³⁾ ⁽³⁾	Class A Common Stock ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aldrich Kenneth C 2595 JASON COURT OCEANSIDE, CA 92056		X		

Signatures

/s/ Lina Davidian as attorney-in-fact for Kenneth C. Aldrich 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).

(1) The reporting person is the agent of the general partner of YKA Partners Ltd.

(2) 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.

(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.

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- (4) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.