

Wiener Donald B
Form 4
December 14, 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 *
Wiener Donald B

(Last) (First) (Middle)
333 TEXAS STREET, SUITE 2350
(Street)

SHREVEPORT, LA 71101

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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		68,171 A \$ 0	68,171	D
Class A Common Stock	12/13/2010		S		68,171 D \$ 58.56	0	D
Class A Common Stock	12/13/2010		C		7,904 A \$ 0	7,904	I
					(1)		By Katherine Elisabeth Shifke Trust U/A dated

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Class A Common Stock	12/13/2010	S	<u>7,904</u> (1)	D	\$ 58.56	0	I	4/11/91 By Katherine Elisabeth Shifke Trust U/A dated 4/11/91
Class A Common Stock	12/13/2010	C	<u>7,904</u> (1)	A	\$ 0	7,904	I	By David Jacques Shifke Trust U/A dated 12/4/91
Class A Common Stock	12/13/2010	S	<u>7,904</u> (1)	D	\$ 58.56	0	I	By David Jacques Shifke Trust U/A dated 12/4/91
Class A Common Stock						0	I	By Sophia Grace Wiener Trust U/A dated 8/19/03
Class A Common Stock						0	I	By Andrew Charles Spomer Trust U/A dated 11/12/93
Class A Common Stock						0	I	By Daniel Baron Spomer Trust U/A dated 4/10/96
Class A Common Stock						0	I	By Kathryn Ellen Wiener Trust U/A Dated 11/12/93
Class A Common						0	I	By John Baron

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Stock						Wiener Trust U/A Dated 12/11/98
Class A Common Stock	0				I	By Thomas Max Wiener Trust U/A Dated 3/16/99

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock ⁽²⁾	\$ 0	12/13/2010		C	68,171	<u>(2)</u>	<u>(2)</u>	Class A Common Stock ⁽³⁾	68,171
Class B Common Stock ⁽²⁾	\$ 0	12/13/2010		C	7,904 ⁽¹⁾	<u>(2)</u>	<u>(2)</u>	Class A Common Stock ⁽³⁾	7,904
Class B Common Stock ⁽²⁾	\$ 0	12/13/2010		C	7,904 ⁽¹⁾	<u>(2)</u>	<u>(2)</u>	Class A Common Stock ⁽³⁾	7,904
Class B Common	\$ 0					<u>(2)</u>	<u>(2)</u>	Class A Common	123,402

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Stock <u>(2)</u>				Stock	
Class B Common Stock <u>(2)</u>	\$ 0	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	73,852
Class B Common Stock <u>(2)</u>	\$ 0	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	73,852
Class B Common Stock <u>(2)</u>	\$ 0	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	56,168
Class B Common Stock <u>(2)</u>	\$ 0	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	56,168
Class B Common Stock <u>(2)</u>	\$ 0	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	56,168

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wiener Donald B 333 TEXAS STREET, SUITE 2350 SHREVEPORT, LA 71101		X		

Signatures

/s Lina Davidian as attorney-in-fact for Donald B.
Wiener

12/14/2010

__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, and the inclusion of these securities
- (1) 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.
 - (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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