

Hanna Virginia L
Form 4
December 14, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hanna Virginia L

(Last) (First) (Middle)

8105 IRVINE CENTER DRIVE,
SUITE 1170

(Street)

IRVINE, CA 92618

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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		727,150	A	\$ 0 727,150 ⁽¹⁾	I	By David W. Hanna, Trustee, David William Hanna Trust dated October 30, 1989
Class A Common Stock	12/13/2010		S		727,150	D	\$ 58.56 0	I	By David W. Hanna, Trustee,

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Class A Common Stock	12/13/2010	C	33,769	A	\$ 0	33,769 ⁽²⁾	I	David William Hanna Trust dated October 30, 1989 By Tim J. Morgan, Trustee of David W. Hanna Children's Trust dated 6/5/08
Class A Common Stock	12/13/2010	S	33,769	D	\$ 58.56	0	I	By Tim J. Morgan, Trustee of David W. Hanna Children's Trust dated 6/5/08
Class A Common Stock	12/13/2010	C	36,219	A	\$ 0	36,219	I	By Virginia L. Hanna Trust dated August 16, 2001
Class A Common Stock	12/13/2010	S	36,219	D	\$ 58.56	0	I	By Virginia L. Hanna Trust dated August 16, 2001

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.
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Security	(Instr. 3, 4, and 5)					Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)	Date Exercisable			
Class B Common Stock ⁽³⁾							Class A Common Stock ⁽⁴⁾	
\$ 0				727,150	<u>(3)</u>	<u>(3)</u>		727,150
12/13/2010								
Class B Common Stock ⁽³⁾							Class A Common Stock ⁽⁴⁾	
\$ 0				33,769	<u>(3)</u>	<u>(3)</u>		33,769
12/13/2010								
Class B Common Stock ⁽³⁾							Class A Common Stock ⁽⁴⁾	
\$ 0				36,219	<u>(3)</u>	<u>(3)</u>		36,219
12/13/2010								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hanna Virginia L 8105 IRVINE CENTER DRIVE, SUITE 1170 IRVINE, CA 92618	X			

Signatures

/s/ Lina Davidian as attorney-in-fact for Virginia L. Hanna

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 trustee of the trust is the husband of the reporting person. The reporting person disclaims beneficial ownership of these securities
- (1) except to the extent of the reporting person's economic interest therein, and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership of any of the reported securities for purposes of Section 16 or for any other purposes.
 - (2) 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.
 - (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.
 - (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.

On September 10, 2010, Tim J. Morgan, Trustee of Hanna Annuity Trust dated 6/5/2008 (the "Annuity Trust"), distributed all shares of

- (5) Class B Common stock held by the Annuity Trust, of which 41,483 shares were distributed to David W. Hanna, Trustee, David William Hanna Trust dated October 30, 1989.

On September 10, 2010, Tim J. Morgan, Trustee of Hanna Annuity Trust dated 6/5/2008 (the "Annuity Trust"), distributed all shares of

- (6) Class B Common Stock held by the Annuity Trust, of which 37,152 shares were distributed to Tim J. Morgan, Trustee of David W. Hanna Children's Trust dated 6/5/08, of which 33,769 of such shares were sold on December 13, 2010.

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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