

Ricci John C
Form 4/A
April 19, 2011

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 *
Ricci John C

(Last) (First) (Middle)

605 E. HUNTINGTON DRIVE,
SUITE 205

(Street)

MONROVIA, CA 91016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GREEN DOT CORP [GDOT]

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

04/01/2011

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

04/05/2011

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

General Counsel and Secretary

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)
Class A Common Stock				(A) or (D)	0	D	
Class A Common Stock				Code V Amount (D) Price	0	I	By minor children

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

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SEC 1474
(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy Class B Common Stock)	\$ 45.31	04/01/2011		A		9,000		<u>(1)</u>	04/01/2021	Class B Common Stock <u>(2)</u>	9,000
Class B Common Stock <u>(2)</u>	\$ 0							<u>(2)</u>	<u>(2)</u>	Class A Common Stock	14,100 <u>(3)</u>
Class B Common Stock <u>(2)</u>	\$ 0							<u>(2)</u>	<u>(2)</u>	Class A Common Stock	4,460

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ricci John C 605 E. HUNTINGTON DRIVE, SUITE 205 MONROVIA, CA 91016	General Counsel and Secretary

Signatures

/s/ Lina Davidian as attorney-in-fact for John C. Ricci

04/19/2011

 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) Options vest as to 1/4 of the shares on April 1, 2012 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.

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- (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.
9,700 shares of Class B common stock were exercised by the reporting person on December 29, 2010, which transaction was
- (3) inadvertently not reported and therefore the exercised shares were not included in the aggregate number of Class B shares held on this Form 4 when originally filed.
- (4) 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.

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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