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GREEN DOT CORP Form 3

July 21, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement GREEN DOT CORP [GDOT] **WAL MART STORES INC** (Month/Day/Year) 07/21/2010 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 702 S.W. EIGHTH STREET (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Director _X__ 10% Owner _X_ Form filed by One Reporting Officer Other Person (give title below) (specify below) BENTONVILLE, Â ARÂ 72716 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Class A Common Stock D Â $2,208,552 \stackrel{(1)}{=} \stackrel{(2)}{=}$ Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security (Instr. 4)	Security 2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

Shares

(I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WAL MART STORES INC

702 S.W. EIGHTH STREET Â Â X Â

BENTONVILLE, ARÂ 72716

Signatures

/s/ Jane Thompson, Senior Vice President

07/21/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- All of these shares were initially subject to a right of repurchase by Green Dot Corporation ("Green Dot"). The repurchase right lapses (1) with respect to 36,810 shares on each of June 1, 2010, June 27, 2010 and on the 27th day of each month thereafter (until none of the shares remain subject to the right of repurchase), provided that certain conditions are met and subject to certain exceptions.
- (2) The reporting person has granted an irrevocable proxy to Green Dot to vote the shares in the same proportion as the votes cast by the other stockholders of Green Dot.

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.

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