Bank of Marin Bancorp Form 4 March 06, 2015

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

Bank of Marin Bancorp [BMRC]

3. Date of Earliest Transaction

Symbol

burden hours per response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

1(b).

Pelham Peter

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

504 REDWOOD BOULEVARD, SUITE 100			(Month/Day/Year) 02/06/2015					Director 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President			
				nendment, Date Original (onth/Day/Year)				6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
NOVATO,	CA 94947							Form filed by More than One Reporting Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ŕ	Code (Instr. 8) Code V		l (A) of (D) d and (A) or (D)	9) 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Stock	02/06/2015			G	50 (1)	D	\$ 0	4,465.858	D		
Common Stock								7,193.0242	I	By ESOP	
Common Stock								1,565.9594	I	By 401(k) Plan	
Common Stock								129	I	As custodian for grandson under CAUTMA	

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Common Stock	100	I	Custodian for Grandson under CAUTMA
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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As

(9-02)

8. Price Derivat Securit (Instr. 5

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. 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 Options (Right to buy)	\$ 34.5					(2)	05/01/2016	Common Stock	5,000
Stock Options (Right to buy)	\$ 35.18					(2)	05/01/2017	Common Stock	4,000
Stock Options (Right to buy)	\$ 28.75					(2)	05/01/2018	Common Stock	2,300
Stock Options (Right to buy)	\$ 22.25					(2)	04/01/2019	Common Stock	4,000
Stock Options	\$ 33.1					(2)	04/01/2020	Common Stock	1,750

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(Right to buy)					
Stock Options (Right to buy)	\$ 38	(2)	04/01/2021	Common Stock	1,650
Stock Options (Right to buy)	\$ 38.18	(2)	04/02/2022	Common Stock	2,650
Stock Options (Right to buy)	\$ 39.35	(2)	04/01/2023	Common Stock	1,600
Stock Options (Right to Buy)	\$ 45.88	(2)	04/01/2024	Common Stock	1,550
Stock Options (Right to buy)	\$ 50.75	(3)	03/02/2025	Common Stock	2,600

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Pelham Peter			Executive			
504 REDWOOD BOULEVARD, SUITE 100			Vice			
NOVATO, CA 94947			President			

Signatures

Kristine Meyer,
Attorney-in-Fact

**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) Represents transfer of shares to grandson under California Uniform Gift to Minors Act.
- (2) Exercisable 20% per year beginning on first anniversary date of grant
- (3) Exercisable 33% per year beginning on first anniversary date of grant

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.

Reporting Owners 3