Bank of Marin Bancorp Form 4 July 07, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

Synings: January 31,

Expires: 2005
Estimated average burden hours per

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Heilitz Helding Company Act of 1925 or Section 17(b) of the Public Heilitz Helding Company Act of 1925 or Section 17(c) of the Public Heilitz Helding Company Act of 1925 or Section 17(c) of the Public Heilitz Helding Company Act of 1925 or Section 17(c) of the Public Heilitz Helding Company Act of 1925 or Section 17(c) of the Public Heilitz Helding Company Act of 1925 or Section 17(c) of the Public Helding Company Act of 1925 or Section 1925

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hunt J Patrick			2. Issuer Name a Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	Bank of Marin Bancorp [BMRC] 3. Date of Earliest Transaction		(Check all applicable)			
504 REDWOOD BOULEVARD, SUITE 100			(Month/Day/Year 07/07/2008)		tle 10% Owner tle Other (specify below)		
	(Street)		4. If Amendment,	Date Original	6. Individual or Join	nt/Group Filing(Check		
NOVATO,	CA 94947		Filed(Month/Day/Y	ear)	Applicable Line) _X_ Form filed by Or Form filed by Mo Person	ne Reporting Person ore than One Reporting		
(City)	(State)	(Zip)	Table I - Noi	n-Derivative Securities Acq	uired, Disposed of,	or Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Deer	ned 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature of		

						_			-
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	, ,	any	Code	4 and	` ′	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	,			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	07/07/2008		J <u>(1)</u>	379	A	\$ 26.38	50,628	I	By Family Trust

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)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					,)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hunt J Patrick 504 REDWOOD BOULEVARD, SUITE 100 X NOVATO, CA 94947

Signatures

Megan Carter, Attorney-in-Fact 07/07/2008

**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) Shares received in payment of Director fee

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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