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

30(h) of the Investment Company Act of 1940

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

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(Print or Type Responses)

1. Name and Address of Reporting Person * Sklar Joel			2. Issuer Name a Symbol	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			Bank of Marin	Bancorp [BMRC]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest	Transaction				
			(Month/Day/Year	)	_X_ Director	10% Owner		
504 REDWOOD BOULEVARD, SUITE 100			07/07/2008		Officer (give title below)	Other (specify below)		
	(Street)		4. If Amendment,	Date Original	6. Individual or Joint	/Group Filing(Check		
NOVATO, CA 94947			Filed(Month/Day/Y	ear)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NOVATO,	CA 94947				Person			
(City)	(State)	(Zip)	Table I - Noi	n-Derivative Securities Acq	quired, Disposed of, o	r Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Deen	ned 3.	4. Securities Acquired	5. Amount of 6	. 7. Natur		

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	equired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)				Securities	Ownership	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
			(4)			Reported	(Instr. 4)		
			(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	51,666.4596	I	By Trust

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi (Instr.	rlying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sklar Joel 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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