Bank of Marin Bancorp Form 4 August 12, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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

obligations

may continue.

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

See Instruction 30(h) of the Investment Company Act

1(b).

(Print or Type Responses)

X7 1-1 T			2. Issuer Symbol	2. Issuer Name <b>and</b> 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) 08/12/2008					X Director Officer (give below)		Owner er (specify	
	(Street)			ndment, Da hth/Day/Year	_	1		6. Individual or Jo Applicable Line) _X_ Form filed by	•		
NOVATO, CA 94947								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any		3. Transaction Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	08/12/2008			Code V	Amount 1,046	(A) or (D)	Price \$ 29.47	Transaction(s) (Instr. 3 and 4) 1,500	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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

#### Edgar Filing: Bank of Marin Bancorp - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber 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)		;
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 31.55				07/18/2006(1)	07/18/2013	Common Stock	10,051	

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 6	Director	10% Owner	Officer	Other		
Yanehiro Jan 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947	X					

# **Signatures**

Megan Carter, 08/12/2008 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) Exercisable 20% per year beginning on 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 2