Boatright Nancy R Form 4 April 02, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

0.5

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

response...

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Boatright Nancy R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) 504 REDWOOD BOULEVARD, SUITE 100		(Middle)	Bank of Marin Bancorp [BMRC] 3. Date of Earliest Transaction	(Check all applicable)		
		EVARD,	(Month/Day/Year) 04/01/2009	Director 10% Owner _X Officer (give title Other (specify below) Corporate Secretary		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
NOVATO, CA 94947				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	cauired, Disposed of, or Beneficially Owner		

(City)	(State) (2	Table Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year) Execution Date, if		TransactionAcquired (A) or			r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported		
				(A) or		Transaction(s)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	0.4.10.1.10.000			550		Φ.Ω	0.50	ъ	
Stock	04/01/2009		A	550	A	\$0	850	D	
Common							1 690 0175	T	D _v ECOD
Stock							1,680.0175	1	By ESOP

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

De

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. Transaction Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	ecurities	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 25.3848					04/01/2004(1)	04/01/2014	Common Stock	265	
Stock Options (Right to buy)	\$ 33.3333					04/01/2005(1)	04/01/2015	Common Stock	1,654	
Stock Options (Right to buy)	\$ 34.5					05/01/2007(2)	05/01/2016	Common Stock	1,000	
Stock Options (Right to buy)	\$ 35.18					05/01/2008(2)	05/01/2017	Common Stock	1,500	
Stock Options (Right to buy)	\$ 28.75					05/01/2009(2)	05/01/2018	Common Stock	1,000	
Stock Options (Right to buy)	\$ 22.25					04/01/2010(2)	04/01/2019	Common Stock	1,550	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Reporting Owners 2

Boatright Nancy R 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947

Corporate Secretary

Signatures

Megan Carter, Attorney-in-Fact 04/02/2009

**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
- (2) Exercisable 20% 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.

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