Edgar Filing: Cook Christina J - Form 4/A

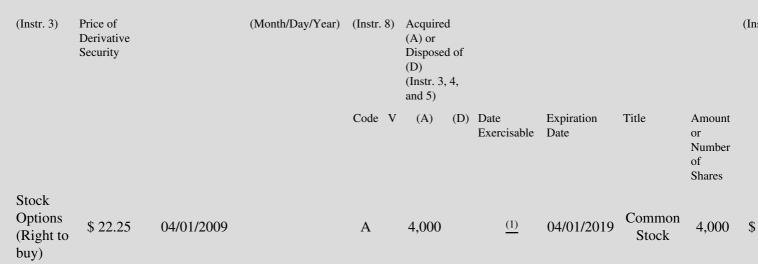
Cook Christina J Form 4/A April 08, 2009								
	ITED STATES					E COMMISSIO		PPROVAL 3235-0287
Subject to Section 16. Form 4 or Form 5 Fil	led pursuant to on 17(a) of the	F CHAN Section	SECUI 16(a) of th Itility Hol	BENEF RITIES ne Securi ding Con	ICIAL O ties Excha	WNERSHIP Ol ange Act of 1934 t of 1935 or Sect 1940	Estimated burden hou response	January 31, 2005 average urs per
(Print or Type Responses)								
1. Name and Address of Re Cook Christina J	2. Issuer Name and Ticker or Trading Symbol			Trading	5. Relationship of Reporting Person(s) to Issuer			
	Bank of Marin Bancorp [BMRC]				(Check all applicable)			
(Last) (First) (Middle) 504 REDWOOD BOULEVARD, SUITE 100		3. Date of Earliest Transaction (Month/Day/Year) 04/01/2009			Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
			onth/Day/Yea 2009	r)		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of 2. Transaction Security (Month/Day (Instr. 3)	any	n Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Report on a sepa	rate line for each c	lass of sec	urities bene	-	-	or indirectly. spond to the colle	ection of	SEC 1474

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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Reporting Owners

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

Signatures

Megan Carter, Attorney-in-Fact 04/08/2009

**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 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.