Cook Christina J Form 4 December 21, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

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0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 ** Cook Christina J			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Bank of Marin Bancorp [BMRC]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	••		
504 REDWOOD BOULEVARD, SUITE 100			(Month/Day/Year) 05/14/2010	Director 10% Owner _X_ Officer (give title Other (specify below)  Executive Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NOVATO, CA	94947		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zin)				

								1 013011		
(City)	(State)	(Zip) Tab	le I - N	on-I	Derivative S	ecurit	ies Acq	uired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquire Transaction(A) or Disposed of (Code (Instr. 3, 4 and 5) (Instr. 8)  (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)	
			Code	V	Amount	(D)	Price	(mstr. 5 and 1)		
Common Stock	05/14/2010		<u>J(1)</u>	V	12.9293	A	\$0	2,970.7056	I	By ESOP
Common Stock	08/13/2010		J <u>(1)</u>	V	13.4342	A	\$0	2,984.1398	I	By ESOP
Common Stock	11/12/2010		J <u>(1)</u>	V	13.8061	A	\$0	2,997.9459	I	By ESOP
Common Stock								1,900	D	
Common Stock								75.963	I	By self as custodian for son

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			under CAUTMA
Common Stock	75.963	I	By self as custodian for daughter under CAUTMA

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

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SEC 1474 (9-02)

> 8. Price Derivat Securit (Instr. 5

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

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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)	\$ 33.1					(2)	04/01/2020	Common Stock	1,750
Stock Options (Right to buy)	\$ 22.25					(2)	04/01/2019	Common Stock	4,000
Stock Options (Right to buy)	\$ 28.75					(2)	05/01/2018	Common Stock	2,300
Stock Options (Right to buy)	\$ 35.18					(2)	05/01/2017	Common Stock	3,000

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Stock Options (Right to buy)	\$ 34.5	(2)	05/01/2016	Common Stock	1,500
Stock Options (Right to buy)	\$ 33.3333	(3)	04/01/2015	Common Stock	5,513
Stock Options (Right to buy)	\$ 28.381	(3)	08/11/2014	Common Stock	5,292

## **Reporting Owners**

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

# **Signatures**

Megan Carter, 12/21/2010 Attorney-in-Fact Date

\*\*Signature of Reporting Person

## **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) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
- (2) Exercisable 20% per year beginning on first anniversary date of grant
- (3) 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.

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