

Cook Christina J
 Form 4
 April 22, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Cook Christina J

(Last) (First) (Middle)

504 REDWOOD BOULEVARD,
 SUITE 100

(Street)

NOVATO, CA 94947

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Bank of Marin Bancorp [BMRC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/20/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 | | | |
| Common Stock | 04/20/2011 | | X | 800 A \$ 22.25 | 3,175 | D | |
| Common Stock | 04/20/2011 | | X | 4,000 A \$ 28.381 | 7,175 | D | |
| Common Stock | 04/20/2011 | | S ⁽¹⁾ | 500 D \$ 39 | 6,675 | D | |
| Common Stock | 04/20/2011 | | S ⁽¹⁾ | 4,300 D \$ 39.0258 | 2,375 | D | |
| Common Stock | | | | | 3,554.6223 | I | By ESOP |

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| | | | | | | | |
|--------------|--|--|--|--|--------|---|--|
| Common Stock | | | | | 75.963 | I | By self as custodian for son 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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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Options (Right to buy) | \$ 28.381 | 04/20/2011 | | X | 4,000 | (2) 08/11/2014 | Common Stock | 4,000 |
| Stock Options (Right to buy) | \$ 22.25 | 04/20/2011 | | X | 800 | (3) 04/01/2019 | Common Stock | 800 |
| Stock Options (Right to buy) | \$ 38 | | | | | (3) 04/01/2021 | Common Stock | 1,650 |
| Stock Options (Right to buy) | \$ 33.1 | | | | | (3) 04/01/2020 | Common Stock | 1,750 |

| | | | | | |
|------------------------------|------------|-----|------------|--------------|-------|
| buy) | | | | | |
| Stock Options (Right to buy) | \$ 28.75 | (3) | 05/01/2018 | Common Stock | 2,300 |
| Stock Options (Right to buy) | \$ 35.18 | (3) | 05/01/2017 | Common Stock | 3,000 |
| Stock Options (Right to buy) | \$ 34.5 | (3) | 05/01/2016 | Common Stock | 1,500 |
| Stock Options (Right to buy) | \$ 33.3333 | (2) | 04/01/2015 | Common Stock | 5,513 |

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 Garner, 04/22/2011
 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) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 1, 2011.
- (2) Exercisable 20% per year beginning on date of grant
- (3) 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.