Colombo Russell A Form 4 August 30, 2011

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Ton, D.C. 20549

Number:

Expires:

January 31,
2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

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).

Common

Common

Stock

Stock

08/12/2011

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Colombo R	ussell A	Symbol	of Marin Bancorp [BMRC]	Issuer (Check all applicable)			
(Last)	, , , ,	(Month/I	of Earliest Transaction Day/Year)	X Director 10% Owner X Officer (give title Other (specify			
SUITE 100	OOD BOULEVA	ARD, 05/13/2	2011	below)  President and CEO			
	(Street)		endment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
NOVATO,							
(City)	(State)	(Zip) Tab	ole 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)	Code (Instr. 3, 4 and 5)				
			(A) or Code V Amount (D) F	Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common Stock	05/13/2011		J <u>(1)</u> V 18.9906 A \$	0 4,294.269 I By ESOP			

 $J_{(1)}^{(1)}$  V 18.0968 A

\$0

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

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4,312.3658

8,499.1398

Ι

D

By ESOP

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### number.

## 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. Transactic Code (Instr. 8)	5. DriNumber of Derivati Securitic Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ve es d d	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
				Code V	(A) (D		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 38						(2)	04/01/2021	Common Stock	4,300	
Stock Options (Right to buy)	\$ 33.1						(2)	04/01/2020	Common Stock	4,500	
Stock Options (Right to buy)	\$ 22.25						(2)	04/01/2019	Common Stock	8,004	
Stock Options (Right to buy)	\$ 28.75						(2)	05/01/2018	Common Stock	5,800	
Stock Options (Right to buy)	\$ 35.18						(2)	05/01/2017	Common Stock	6,000	
Stock Options (Right to buy)	\$ 33.2						(2)	07/13/2016	Common Stock	10,000	
Stock Options (Right to buy)	\$ 34.5						(2)	05/01/2016	Common Stock	7,500	
	\$ 33.3333						(3)	04/01/2015		6,615	

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Common Stock Stock **Options** (Right to buy) Stock **Options** Common (3) 03/23/2014 24,807 \$ 26.0923 (Right to Stock buy)

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Colombo Russell A

504 REDWOOD BOULEVARD, SUITE 100 X President and CEO

NOVATO, CA 94947

## **Signatures**

Megan Garner,
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) 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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