Coonan Kevin 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 Expires: January 31, 2005

5. Relationship of Reporting Person(s) to

Estimated average burden hours per response... 0.5

## 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

2. Issuer Name and Ticker or Trading

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Common

Common

Stock

Stock

Stock

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \*

05/13/2011

08/12/2011

Coonan Key	Symbol Bank of	Symbol Bank of Marin Bancorp [BMRC]			Issuer (Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 05/13/2011			Director 10% Owner Officer (give title Other (specify below)		
	(Street)		endment, Dannth/Day/Year)	Č		6. Individual or Jo Applicable Line) _X_ Form filed by	One Reporting Pe	rson
NOVATO,					Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tab	le I - Non-D	erivative Se	curities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		es Acquired cosed of (D) and 5)  (A) or (D) Price	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)

V 11.7825 A

 $J_{(1)}^{(1)}$  V 11.2275 A

\$0

\$0

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

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2,664.2339

2,675.4614

3,315.1414

Ι

Ι

D

By ESOP

By ESOP

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#### number.

8. Price Deriva Securit (Instr.

## 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. onNumber of Derivative Securities Acquired (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 II S (
				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	1,650	
Stock Options (Right to buy)	\$ 33.1					(2)	04/01/2020	Common Stock	1,750	
Stock Options (Right to buy)	\$ 22.25					<u>(2)</u>	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					<u>(2)</u>	05/01/2017	Common Stock	4,000	
Stock Options (Right to buy)	\$ 32.2381					(3)	12/13/2015	Common Stock	10,500	

## **Reporting Owners**

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

Reporting Owners 2

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Coonan Kevin 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947 Executive Vice President

## **Signatures**

Megan Garner, Attorney-in-Fact

08/30/2011

\*\*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.

Signatures 3