Pelham Peter Form 5 January 03, 2012

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362

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

Check this box if

Expires: January 31, 2005
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1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported

Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Pelham Peter Symbol Bank of Marin Bancorp [BMRC] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify 12/31/2011 below) below) 504 REDWOOD BOULEVARD, Executive Vice President **SUITE 100** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

NOVATO, CAÂ 94947

X Form Filed by One Reporting Person __ Form Filed by More than One Reporting Person

(City)	(State)	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. Securitie (A) or Disp (Instr. 3, 4 a	osed o		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/14/2011	Â	J <u>(1)</u>	6.8163	A	\$0	1,483.6866	I	By 401(k) Plan	
Common Stock	11/14/2011	Â	J <u>(1)</u>	34.7333	A	\$0	7,458.8612	I	By ESOP	
Common Stock	Â	Â	Â	Â	Â	Â	4,132.858	D	Â	

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

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SEC 2270 (9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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 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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 38	Â	Â	Â	Â	Â	(2)	04/01/2021	Common Stock	1,650
Stock Options (Right to buy)	\$ 33.1	Â	Â	Â	Â	Â	(2)	04/01/2020	Common Stock	1,750
Stock Options (Right to buy)	\$ 22.25	Â	Â	Â	Â	Â	(2)	04/01/2019	Common Stock	4,000
Stock Options (Right to buy)	\$ 28.75	Â	Â	Â	Â	Â	(2)	05/01/2018	Common Stock	2,300
Stock Options (Right to buy)	\$ 35.18	Â	Â	Â	Â	Â	(2)	05/01/2017	Common Stock	4,000
Stock Options (Right to buy)	\$ 34.5	Â	Â	Â	Â	Â	(2)	05/01/2016	Common Stock	5,000
Stock Options (Right to buy)	\$ 25.3848	Â	Â	Â	Â	Â	(3)	04/01/2014	Common Stock	1,654
Stock Options	\$ 17.2019	Â	Â	Â	Â	Â	(3)	04/01/2013	Common Stock	1,737

8. I Der Sec (Ins Edgar Filing: Pelham Peter - Form 5

(Right to buy)

Stock

buy)

Options (Right to \$14.4522 Â

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Â

 $\hat{A} \quad \hat{A} \quad \hat{A} \quad \hat{\underline{A}} \quad \underline{(3)}$

04/01/2012

Common

1,735

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Pelham Peter

504 REDWOOD BOULEVARD, SUITE 100 Êxecutive Vice President NOVATO, CAÂ 94947

Signatures

Megan Garner, Attorney-in-Fact 01/03/2012

**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 provided 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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