Cook Christina J
Form 4
April 03, 2012

FORM 4

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person [*] Cook Christina J	2. Issuer Name **and** Ticker or Trading Symbol Bank of Marin Bancorp [BMRC]	5. Relationship of Reporting Person(s) to Issuer
(Last)　(First)　(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2012	(Check all applicable) _____ Director　_____ 10% Owner __X__ Officer (give title _____ Other (specify below)　　　　　below) Executive Vice President
504 REDWOOD BOULEVARD, SUITE 100		
(Street)	4. If Amendment, Date Original Filed(Month/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, CA 94947		
(City)　(State)　(Zip)		

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	(A) or (D)	Price			
Common Stock	02/10/2012		J[(1)]		18.0328	A	$ 0	3,620.2539	I	By ESOP
Common Stock	03/01/2012		J[(2)]		536.4232	A	$ 0	4,156.6771	I	By ESOP
Common Stock	04/02/2012		A		700	A	$ 0	3,075	D	
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.

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 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. Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	$ 38.18	04/02/2012		A		2,650		(3)	04/02/2022	Common Stock	2,650	$
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	
Stock Options (Right to buy)	$ 22.25							(3)	04/01/2019	Common Stock	2,400	
Stock Options (Right to buy)	$ 28.75							(3)	05/01/2018	Common Stock	920	

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			(4)	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, Attorney-in-Fact	04/03/2012
**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) Reflects ESOP allocations that have occured since 1/1/2012.

(3) Exercisable 20% per year beginning on first anniversary date of grant

(4) 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.