Boatright Nancy R Form 4 October 03, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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).

Stock

(Print or Type Responses)

See Instruction

1. Name and A Boatright Na	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				(Check all applicable)					
504 REDWO SUITE 100	(Month/Day/Year) 08/10/2012					Director 10% Owner _X_ Officer (give title Other (specify below)  Corporate Secretary						
									6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NOVATO,	CA 94947								Form filed by M Person	fore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - No	n-D	erivative Se	curitie	es Acqı	uired, Disposed of	, or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	med on Date, if Day/Year)	3. Transa Code (Instr.	8)	4. Securitie n(A) or Disp (Instr. 3, 4)	osed o	of (D)	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)	
Common Stock	08/10/2012			J(1)	•	13.0656	A	\$ 0	2,856.2689	I	By ESOP	
Common									1,135	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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  Month/Day/Year)  Execution Date, if any (Month/Day/Year)			6. Date Exer Expiration D (Month/Day, e	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 38.18					(2)	04/02/2022	Common Stock	1,100
Stock Options (Right to buy)	\$ 38					<u>(2)</u>	04/01/2021	Common Stock	700
Stock Options (Right to buy)	\$ 33.1					(2)	04/01/2020	Common Stock	560
Stock Options (Right to buy)	\$ 22.25					<u>(2)</u>	04/01/2019	Common Stock	930
Stock Options (Right to buy)	\$ 28.75					(2)	05/01/2018	Common Stock	400
Stock Options (Right to buy)	\$ 35.18					<u>(2)</u>	05/01/2017	Common Stock	300
Stock Options (Right to buy)	\$ 33.3333					(3)	04/01/2015	Common Stock	1,654

8. Price Derivat Securit (Instr. 5 Edgar Filing: Boatright Nancy R - Form 4

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Boatright Nancy R
504 REDWOOD BOULEVARD, SUITE 100
NOVATO, CA 94947

Corporate
Secretary

### **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.

Reporting Owners 3