

Coonan Kevin
 Form 4
 February 27, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Coonan Kevin

(Last) (First) (Middle)
 504 REDWOOD BOULEVARD,
 SUITE 100
 (Street)

NOVATO, CA 94947

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Bank of Marin Bancorp [BMRC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/26/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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	02/26/2013		X		718	A	\$ 32.2381
Common Stock	02/26/2013		X		1,045	A	\$ 35.18
Common Stock	02/26/2013		S ⁽¹⁾		500	D	\$ 38.996
Common Stock	02/26/2013		S ⁽¹⁾		500	D	\$ 40.12
Common Stock	02/26/2013		S ⁽¹⁾		100	D	\$ 40.6

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Common Stock	02/26/2013		<u>S</u> (1)	412	D	\$ 40.1	7,462.5004	D	
Common Stock							3,275.8729	I	By ESOP

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

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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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 32.2381	02/26/2013		X	718	(2) 12/13/2015	Common Stock	718
Stock Options (Right to buy)	\$ 35.18	02/26/2013		X	1,045	(3) 05/01/2017	Common Stock	1,045
Stock Options (Right to buy)	\$ 28.75					(3) 05/01/2018	Common Stock	460
Stock Options (Right to buy)	\$ 22.25					(3) 04/01/2019	Common Stock	1,600
Stock Options (Right to buy)	\$ 33.1					(3) 04/01/2020	Common Stock	1,750
	\$ 38					(3) 04/01/2021		1,650

