Coonan Kevin Form 4 April 02, 2013

# FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Add Coonan Kevin	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol Bank of Marin Bancorp [BMRC]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Mide		(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
504 REDWOOD BOULEVARD, SUITE 100			(Month/Day/Year) 02/15/2013	Director 10% Owner _X Officer (give title Other (specify below)  Executive Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec			
NOVATO, CA 94947			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - No	n-D	erivative Sec	urities	Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securities n(A) or Dispo (Instr. 3, 4 ar	sed of		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	04/01/2013		A		425	A	\$0	8,285.5004	D	
Common Stock	02/15/2013		J <u>(1)</u>	V	14.6741	A	\$0	3,290.547	I	By ESOP
Common Stock	02/25/2013		J(2)	V	476.5776	A	\$0	3,767.1246	I	By ESOP

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

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#### number.

# 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. Transact Code (Instr. 8)	Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 39.35	04/01/2013		A	1,600	(3)	04/01/2023	Common Stock	1,600	\$
Stock Options (Right to buy)	\$ 38.18					(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	1,050	
Stock Options (Right to buy)	\$ 22.25					(3)	04/01/2019	Common Stock	1,600	
Stock Options (Right to buy)	\$ 28.75					(3)	05/01/2018	Common Stock	460	

# **Reporting Owners**

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

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

## **Signatures**

Megan Garner, Attorney-in-Fact 04/02/2013

\*\*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 1/1/2013.
- (3) Exercisable 20% per year beginning on first anniversary 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.

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