

Bank of Marin Bancorp  
Form 4  
December 04, 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 \*  
Pelham Peter

(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)

05/10/2013

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	12/03/2013		S	V 1,000 D \$ 44.71	4,165.858	D	
Common Stock	05/10/2013		J <sup>(1)</sup>	V 29.244 A \$ 0	6,653.2348	I	By ESOP
Common Stock	08/09/2013		J <sup>(1)</sup>	V 27.8692 A \$ 0	6,681.104	I	By ESOP
Common Stock	11/08/2013		J <sup>(1)</sup>	V 28.3532 A \$ 0	6,709.4572	I	By ESOP
Common Stock	05/10/2013		J <sup>(1)</sup>	V 6.7839 A \$ 0	1,526.5267	I	By 401(k) Plan

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Common Stock	08/09/2013		J <sup>(1)</sup>	V	6.5096	A	\$ 0	1,533.0363	I	By 401(k) Plan
Common Stock	11/08/2013		J <sup>(1)</sup>	V	6.6405	A	\$ 0	1,539.6768	I	By 401(k) Plan
Common Stock								129	I	As custodian for grandson under CAUTMA

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. Price of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Options (Right to buy)	\$ 39.35					<u>(2)</u> 04/01/2023	Common Stock	1,600	
Stock Options (Right to buy)	\$ 38.18					<u>(2)</u> 04/02/2022	Common Stock	2,650	
Stock Options (Right to buy)	\$ 38					<u>(2)</u> 04/01/2021	Common Stock	1,650	
Stock	\$ 33.1					<u>(2)</u> 04/01/2020	Common	1,750	



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