Edgar Filing: Bank of Marin Bancorp - Form 4

Bank of Marin Bancorp Form 4 December 22, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Colombo Russell A Issuer Symbol Bank of Marin Bancorp [BMRC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X_ Director 10% Owner X_Officer (give title Other (specify 504 REDWOOD BOULEVARD, 08/08/2014 below) below) **SUITE 100** President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **NOVATO, CA 94947** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of 6. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common **J**(1) By ESOP 08/08/2014 25.9173 Α \$0 5,995.0104 Ι Stock Common **J**(1) \$0 11/07/2014 25.1943 A I 6,020.2047 By ESOP Stock Common D 17,385.1398 Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

Edgar Filing: Bank of Marin Bancorp - Form 4

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. Transactio Code (Instr. 8)	of Deri	vative rities uired or osed)) r. 3,		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Deriva Securit (Instr. 1
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 33.3333						(2)	04/01/2015	Common Stock	6,615	
Stock Options (Right to buy)	\$ 34.5						(3)	05/01/2016	Common Stock	7,500	
Stock Options (Right to buy)	\$ 33.2						<u>(3)</u>	07/13/2016	Common Stock	10,000	
Stock Options (Right to buy)	\$ 35.18						<u>(3)</u>	05/01/2017	Common Stock	6,000	
Stock Options (Right to buy)	\$ 28.75						(3)	05/01/2018	Common Stock	5,800	
Stock Options (Right to buy)	\$ 22.25						<u>(3)</u>	04/01/2019	Common Stock	5,098	
Stock Options (Right to buy)	\$ 33.1						<u>(3)</u>	04/01/2020	Common Stock	4,500	
	\$ 38						(3)	04/01/2021		4,300	

Stock Options (Right to buy)				Common Stock	
Stock Options (Right to buy)	\$ 38.18	<u>(3)</u>	04/02/2022	Common Stock	6,900
Stock Options (Right to buy)	\$ 39.35	(3)	04/01/2023	Common Stock	4,100
Stock Options (Right to Buy)	\$ 45.88	<u>(3)</u>	04/01/2024	Common Stock	4,200

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Colombo Russell A 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947	Х		President and CEO			
Signatures						

Kristine Meyer, Attorney-in-Fact	12/22/2014		
<u>**</u> 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 date of grant
- (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.