

Reizman Elizabeth
Form 4
July 24, 2018

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 *
Reizman Elizabeth

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2017

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

Executive Vice President

(Street)

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

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

NOVATO, CA 94947

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2017		J ⁽¹⁾		230.003	A	\$ 0	6,954.0173	I	By ESOP
Common Stock	02/09/2018		J ⁽²⁾		29.0101	A	\$ 0	6,983.0274	I	By ESOP
Common Stock	05/11/2018		J ⁽²⁾		28.4417	A	\$ 0	7,011.4691	I	By ESOP
Common Stock	02/09/2018		J ⁽²⁾		1.6718	A	\$ 0	399.4909	I	By 401(k) Plan
Common Stock	05/11/2018		J ⁽²⁾		1.6211	A	\$ 0	401.112	I	By 401(k) Plan

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Common Stock 10,977 I By Family Trust

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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 22.25					(3) 04/01/2019	Common Stock	700
Stock Options (Right to buy)	\$ 33.1					(3) 04/01/2020	Common Stock	700
Stock Options (Right to buy)	\$ 38					(3) 04/01/2021	Common Stock	700
Stock Options (Right to buy)	\$ 38.18					(3) 04/02/2022	Common Stock	1,100
Stock Options (Right to buy)	\$ 39.35					(3) 04/01/2023	Common Stock	700
Stock	\$ 45.88					(3) 04/01/2024	Common	1,550

Options (Right to Buy)					Stock	
Stock Options (Right to buy)	\$ 50.75	(3)	03/02/2025	Common Stock		2,600
Stock Options (Right to buy)	\$ 49.65	(4)	03/01/2026	Common Stock		2,750
Stock Options (Right to buy)	\$ 69.6	(4)	03/01/2027	Common Stock		1,850
Stock Options (Right to buy)	\$ 67.15	(4)	03/01/2028	Common Stock		2,060
Stock Options (Right to buy)	\$ 67.15	(5)	03/01/2028	Common Stock		920

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reizman Elizabeth 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947			Executive Vice President	

Signatures

Nancy R. Boatright, 07/24/2018
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) Represents the 2017 ESOP allocation reflected in reporting owner's account as of 12/31/2017.
- (2) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
- (3) Exercisable 20% per year beginning on first anniversary date of grant
- (4) Exercisable 33% per year beginning on first anniversary date of grant

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(5) Exercisable 33% immediately, then 33% per year 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.

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