Bank of Marin Bancorp Form 4 March 02, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

Stock

(Print or Type Responses)

	1. Name and A Pelham Pet	Address of Reporting Fer	Symbol		Ticker or Trading ancorp [BMRC]	Issuer	of Reporting Poneck all applicat	
	(Last)	(First) (M	fiddle) 3. Date o	f Earliest Tr	ansaction	(CI	еск ан арриса	ле)
			(Month/I	ay/Year)		Director	10	0% Owner
	504 REDW	OOD BOULEVA	RD, 03/01/2	017		_X_ Officer (g	rive titleO below)	ther (specify
SUITE 100						below) Exec	eutive Vice Pres	ident
		(Street)	4. If Ame	ndment, Da	te Original	6. Individual or	Joint/Group Fi	ling(Check
	NOVATO,	CA 94947	Filed(Mo	nth/Day/Year	)	Form filed by	by One Reporting by More than One	
	,					Person		
	(City)	(State)	(Zip) Tab	e I - Non-D	erivative Securities Ac	quired, Disposed	of, or Benefici	ally Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price	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	Reported Transaction(s) (Instr. 3 and 4)	(IIIsti. +)	(IIIsu. +)
Common Stock	03/01/2017	A	330	A	\$0	7,540.858	D	
Common Stock	03/01/2017	A	900	A	\$0	8,440.858	D	
Common Stock						7,677.8607	I	By ESOP
Common						1 624 2105	T	By 401(k)

1,624.3195 Plan

Ι Common 204 As Stock

custodian for grandson

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			under CAUTMA
Common Stock	200	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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SEC 1474

(9-02)

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 28.75					<u>(1)</u>	05/01/2018	Common Stock	2,300
Stock Options (Right to buy)	\$ 22.25					<u>(1)</u>	04/01/2019	Common Stock	4,000
Stock Options (Right to buy)	\$ 33.1					<u>(1)</u>	04/01/2020	Common Stock	1,750
Stock Options (Right to buy)	\$ 38					<u>(1)</u>	04/01/2021	Common Stock	1,650

8. Price Derivat Securit (Instr. 5

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Stock Options (Right to buy)	\$ 38.18	<u>(1)</u>	04/02/2022	Common Stock	2,650
Stock Options (Right to buy)	\$ 39.35	<u>(1)</u>	04/01/2023	Common Stock	1,600
Stock Options (Right to Buy)	\$ 45.88	<u>(1)</u>	04/01/2024	Common Stock	1,550
Stock Options (Right to buy)	\$ 50.75	(2)	03/02/2025	Common Stock	2,600
Stock Options (Right to buy)	\$ 49.65	(2)	03/01/2026	Common Stock	2,640
Stock Options (Right to buy)	\$ 69.6	(2)	03/01/2027	Common Stock	1,760

# **Reporting Owners**

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

# **Signatures**

Krissy Meyer,
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) Exercisable 20% per year beginning on first anniversary date of grant
- (2) Exercisable 33% 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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