

Bank of Marin Bancorp
 Form 4
 April 10, 2017

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
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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)
 04/06/2017

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

Principal Accounting Officer

(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	04/06/2017		M		42 A \$ 38.18	526	D
Common Stock	04/06/2017		M		120 A \$ 50.75	646	D
Common Stock	04/06/2017		M		60 A \$ 45.88	706	D
Common Stock	04/06/2017		F		154 D \$ 67	552	D
Common Stock						1,919.558	I By ESOP

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

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(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. 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. Pri Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 38.18	04/06/2017		M	42	<u>(1)</u>	04/02/2022	Common Stock	42
Stock Options (Right to Buy)	\$ 45.88	04/06/2017		M	60	<u>(1)</u>	04/01/2024	Common Stock	60
Stock Options (Right to buy)	\$ 50.75	04/06/2017		M	120	<u>(2)</u>	03/02/2025	Common Stock	120
Stock Options (Right to buy)	\$ 69.6					<u>(2)</u>	03/01/2027	Common Stock	140
Stock Options (Right to buy)	\$ 49.65					<u>(2)</u>	03/01/2026	Common Stock	200

Reporting Owners

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

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504 REDWOOD BOULEVARD, SUITE 100
NOVATO, CA 94947

Principal Accounting Officer

Signatures

Nancy R. Boatright,
Attorney-in-Fact

04/10/2017

__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.

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