Girton Tani Form 4 July 24, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

1. Name and Address of Reporting Person *

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2 Jaguar Nama and Tiakar or Trading

1(b).

(Print or Type Responses)

Girton Tani			Symbol	r Name a	nd Ticker or Trading	Issuer				
				Bank of	f Marin	Bancorp [BMRC]	(Che	ck all applicable	:)	
	(Last)	(First)	(Middle)	3. Date of	f Earliest	Transaction		••		
	504 REDW STE 100	OOD BOULI	EVARD,	(Month/E 12/31/2	,		Director _X_ Officer (give below) Execute	ve title Other below) tive Vice President	er (specify	
	(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
				Filed(Mor	nth/Day/Y	ear)	Applicable Line) _X_ Form filed by One Reporting Person			
	NOVATO,	CA 94947					Form filed by Person	More than One Re	eporting	
	(City)	(State)	(Zip)	Tabl	le I - Non	-Derivative Securities Ac	quired, Disposed o	of, or Beneficial	ly Owned	
	1.Title of		Date 2A. Dee		3.	4. Securities Acquired		6. Ownership		
	Committee	(Month/Dox/V	oor) Evocution	on Doto if	Troncoc	tion(A) or Disposed of (D)	Committee	Form: Direct	Indiract	

(City)	(State) (A	Table Table	e I - Non-D	erivative Se	curitie	es Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	12/31/2017		J <u>(1)</u>	230.003	A	\$0	1,244.8568	I	By ESOP
Common Stock	02/09/2018		J(2)	5.1932	A	\$0	1,250.05	I	By ESOP
Common Stock	05/11/2018		J(2)	5.0914	A	\$0	1,255.1414	I	By ESOP
Common Stock							9,868	D	

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

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(9-02)

8. Price Deriva Securit (Instr.

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)	TransactionNumber Code of		cisable and late 'Year)	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)	\$ 40.73					(3)	08/29/2023	Common Stock	11,000
Stock Options (Right to buy)	\$ 50.75					(3)	03/02/2025	Common Stock	2,880
Stock Options (Right to buy)	\$ 49.65					<u>(4)</u>	03/01/2026	Common Stock	2,950
Stock Options (Right to buy)	\$ 69.6					<u>(4)</u>	03/01/2027	Common Stock	2,050
Stock Options (Right to buy)	\$ 67.15					<u>(4)</u>	03/01/2028	Common Stock	2,280
Stock Options (Right to buy)	\$ 67.15					<u>(5)</u>	03/01/2028	Common Stock	1,020

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Girton Tani

504 REDWOOD BOULEVARD, STE 100

Executive Vice President

NOVATO, CA 94947

Signatures

Nancy R. Boatright, Attorney-in-Fact

07/24/2018

**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
- (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. 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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