

Bank of Marin Bancorp
Form 4
March 31, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pelham Peter

(Last) (First) (Middle)

504 REDWOOD BOULEVARD,
SUITE 100

(Street)

NOVATO, CA 94947

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Bank of Marin Bancorp [BMRC]

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

03/23/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

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

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)
Common Stock	03/23/2015		G	25 ⁽¹⁾ D	\$ 0 5,850.858	D	
Common Stock	03/23/2015		G	25 A	\$ 0 154	I	As custodian for grandson under CAUTMA
Common Stock					7,193.0242	I	By ESOP
Common Stock					1,565.9594	I	By 401(k) Plan

Common Stock	150	I	As Custodian for Grandson under CAUTMA
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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. 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)	\$ 34.5					(2)	05/01/2016	Common Stock	5,000
Stock Options (Right to buy)	\$ 35.18					(2)	05/01/2017	Common Stock	4,000
Stock Options (Right to buy)	\$ 28.75					(2)	05/01/2018	Common Stock	2,300
Stock Options (Right to buy)	\$ 22.25					(2)	04/01/2019	Common Stock	4,000
Stock Options	\$ 33.1					(2)	04/01/2020	Common Stock	1,750

(Right to
buy)

Stock

Options
(Right to
buy)

\$ 38

(2)

04/01/2021

Common
Stock

1,650

Stock

Options
(Right to
buy)

\$ 38.18

(2)

04/02/2022

Common
Stock

2,650

Stock

Options
(Right to
buy)

\$ 39.35

(2)

04/01/2023

Common
Stock

1,600

Stock

Options
(Right to
Buy)

\$ 45.88

(2)

04/01/2024

Common
Stock

1,550

Stock

Options
(Right to
buy)

\$ 50.75

(3)

03/02/2025

Common
Stock

2,600

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director

10% Owner

Officer

Other

Pelham Peter

504 REDWOOD BOULEVARD, SUITE 100

NOVATO, CA 94947

Executive
Vice
President

Signatures

Nancy Rinaldi Boatright,
Attorney-in-Fact

03/31/2015

**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 transfer of shares to grandson under California Uniform Gift to Minors Act.

(2) Exercisable 20% per year beginning on first anniversary date of grant

(3) 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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