

McDevitt Jr William H
Form 4/A
July 29, 2008

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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person
McDevitt Jr William H

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)
07/28/2008

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

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
07/28/2008

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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

Table with 7 columns: 1. Title of Security, 2. Transaction Date, 2A. Deemed Execution Date, 3. Transaction Code, 4. Securities Acquired (A) or Disposed of (D), 5. Amount of Securities Beneficially Owned, 6. Ownership Form, 7. Nature of Ownership. Rows include Common Stock transactions on 07/28/2008.

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

