

Coonan Kevin  
 Form 5  
 February 09, 2010

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Coonan Kevin

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock                    | 12/31/2009                           | ^  | J(1)                           | 576.9078 A \$ 0   | 1,475.9607   | I  | By ESOP   |
| Common Stock                    | 12/31/2009                           | ^  | J(2)                           | 27.8247 A \$ 0  | 1,503.7854   | I  | By ESOP   |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^ ^   | 2,258.7369   | D  | ^   |

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

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SEC 2270 (9-02)

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**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy)               | \$ 32.2381   | Â                                    | Â  | Â                              | Â Â Â (3)   | 12/13/2015   | Common Stock  | 10,500                        |
| Stock Options (Right to buy)               | \$ 35.18   | Â                                    | Â  | Â                              | Â Â Â (4)   | 05/01/2017   | Common Stock  | 4,000                         |
| Stock Options (Right to buy)               | \$ 28.75   | Â                                    | Â  | Â                              | Â Â Â (4)   | 05/01/2018   | Common Stock  | 2,300                         |
| Stock Options (Right to buy)               | \$ 22.25   | Â                                    | Â  | Â                              | Â Â Â (4)   | 04/01/2019   | Common Stock  | 4,000                         |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Coonan Kevin<br>504 REDWOOD BOULEVARD, SUITE 100<br>NOVATO, CA 94947 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

Megan Carter,  
Attorney-in-Fact

02/09/2010

\*\*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) Reflects ESOP allocations that have occurred since 1/1/2009.
  - (2) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
  - (3) Exercisable 20% per year beginning on date of grant
  - (4) Exercisable 20% per year beginning on first anniversary date of grant

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