Pelham Peter Form 4 August 30, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

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January 31,

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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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Pelham Peter Issuer Symbol Bank of Marin Bancorp [BMRC] (Check all applicable) (Middle) (First) 3. Date of Earliest Transaction (Last) (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title 504 REDWOOD BOULEVARD, 05/13/2011 below) SUITE 100 **Executive Vice President** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **NOVATO, CA 94947** Person

(City)	(State)	(Zip) Tabl	e I - No	n-D	erivative Se	curiti	es Acqu	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ution Date, if Transaction Code			4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	05/13/2011		<u>J(1)</u>	V	32.7158	A	\$0	7,392.9517	I	By ESOP
Common Stock	08/12/2011		<u>J(1)</u>	V	31.1762	A	\$0	7,424.1279	I	By ESOP
Common Stock	05/13/2011		<u>J(1)</u>	V	6.4924	A	\$0	1,470.6931	I	By 401(k) Plan
Common Stock	08/12/2011		<u>J(1)</u>	V	6.1772	A	\$0	1,476.8703	I	By 401(k) Plan
Common Stock								4,132.858	D	

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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)

8. Price Derivat Securit (Instr. 5

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)	5. orNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 38					<u>(2)</u>	04/01/2021	Common Stock	1,650
Stock Options (Right to buy)	\$ 33.1					(2)	04/01/2020	Common Stock	1,750
Stock Options (Right to buy)	\$ 22.25					(2)	04/01/2019	Common Stock	4,000
Stock Options (Right to buy)	\$ 28.75					(2)	05/01/2018	Common Stock	2,300
Stock Options (Right to buy)	\$ 35.18					<u>(2)</u>	05/01/2017	Common Stock	4,000
Stock Options (Right to buy)	\$ 34.5					<u>(2)</u>	05/01/2016	Common Stock	5,000

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Stock Options (Right to buy)	\$ 25.3848	(3)	04/01/2014	Common Stock	1,654
Stock Options (Right to buy)	\$ 17.2019	(3)	04/01/2013	Common Stock	1,737
Stock Options (Right to buy)	\$ 14.4522	(3)	04/01/2012	Common Stock	1,735

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			
Pelham Peter			Executive				
504 REDWOOD BOULEVARD, SUITE 100			Vice				
NOVATO, CA 94947			President				

Signatures

Megan Garner, Attorney-in-Fact 08/30/2011

**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) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
- (2) Exercisable 20% per year beginning on first anniversary date of grant
- (3) Exercisable 20% per year beginning on 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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