Cook Christina J Form 5 January 03, 2012

### FORM 5

#### OMB APPROVAL

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

OMB Number: 3235-0362

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

Check this box if

ashington, D.C. 20549

Expires: January 31, 2005

# ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported

Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

**SUITE 100** 

1. Name and Address of Reporting Person \*
Cook Christina J

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) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner \_\_\_\_ Nfficer (give title \_\_\_\_\_ Other (specify

504 REDWOOD BOULEVARD,

Amendment, Date Original 6. Individual or Joint/Group Reporting

below)

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

12/31/2011

(check applicable line)

Executive Vice President

below)

#### NOVATO, CAÂ 94947

\_X\_ Form Filed by One Reporting Person \_\_\_ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) 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. Securitie (A) or Disp (Instr. 3, 4 a	osed o	of (D)	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	11/14/2011	Â	J <u>(1)</u>	16.7633	A	\$0	3,602.2211	I	By ESOP	
Common Stock	Â	Â	Â	Â	Â	Â	2,375	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	75.963	I	By self as custodian for son under CAUTMA	

Common Stock	Â	Â	Â	Â	Â	75.963	I	By self as custodian for daughter under
								CAUTMA

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

8. In Section (Institute 1)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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)			ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)		8 II S (
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 38	Â	Â	Â	Â	Â	(2)	04/01/2021	Common Stock	1,650	
Stock Options (Right to buy)	\$ 33.1	Â	Â	Â	Â	Â	(2)	04/01/2020	Common Stock	1,750	
Stock Options (Right to buy)	\$ 22.25	Â	Â	Â	Â	Â	(2)	04/01/2019	Common Stock	2,400	
Stock Options (Right to buy)	\$ 28.75	Â	Â	Â	Â	Â	(2)	05/01/2018	Common Stock	920	
Stock Options (Right to buy)	\$ 35.18	Â	Â	Â	Â	Â	(2)	05/01/2017	Common Stock	3,000	

#### Edgar Filing: Cook Christina J - Form 5

Stock Options (Right to buy)	\$ 34.5	Â	Â	Â	Â	Â	(2)	05/01/2016	Common Stock	1,500
Stock Options (Right to	\$ 33.3333	Â	Â	Â	Â	Â	(3)	04/01/2015	Common Stock	5,513

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 8	Director	10% Owner	Officer	Other			
Cook Christina J 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947	Â	Â	Executive Vice President	Â			

### **Signatures**

Megan Garner,
Attorney-in-Fact

\*\*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 provided 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.

Reporting Owners 3