

Boatright Nancy R
Form 4
September 19, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Boatright Nancy R

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2012

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

NOVATO, CA 94947

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 09/17/2012 | | X | | 1,000 | A | \$ 34.5 | 2,135 | D |
| Common Stock | 09/17/2012 | | X | | 1,200 | A | \$ 35.18 | 3,335 | D |
| Common Stock | 09/17/2012 | | X | | 200 | A | \$ 28.75 | 3,535 | D |
| Common Stock | 09/17/2012 | | X | | 310 | A | \$ 22.25 | 3,845 | D |
| Common Stock | 09/17/2012 | | X | | 140 | A | \$ 33.1 | 3,985 | D |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|------------|------------|---|---------|
| Common Stock | 09/17/2012 | S ⁽¹⁾ | 2,850 | D | \$ 41.4329 | 1,135 | D | |
| Common Stock | | | | | | 2,843.2033 | I | By ESOP |

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy) | \$ 33.1 | 09/17/2012 | | X | 140 | <u>(2)</u> 04/01/2020 | Common Stock 140 | \$ |
| Stock Options (Right to buy) | \$ 22.25 | 09/17/2012 | | X | 310 | <u>(2)</u> 04/01/2019 | Common Stock 310 | \$ |
| Stock Options (Right to buy) | \$ 28.75 | 09/17/2012 | | X | 200 | <u>(2)</u> 05/01/2018 | Common Stock 200 | \$ |
| Stock Options (Right to buy) | \$ 35.18 | 09/17/2012 | | X | 1,200 | <u>(2)</u> 05/01/2017 | Common Stock 1,200 | \$ |
| Stock Options (Right to buy) | \$ 34.5 | 09/17/2012 | | X | 1,000 | <u>(2)</u> 05/01/2016 | Common Stock 1,000 | \$ |
| | \$ 33.3333 | | | | | <u>(3)</u> 04/01/2015 | | 1,654 |

| | | | | | | |
|------------------------------|----------|-----|------------|--|--------------|-------|
| Stock Options (Right to buy) | | | | | Common Stock | |
| Stock Options (Right to buy) | \$ 38 | (2) | 04/01/2021 | | Common Stock | 700 |
| Stock Options (Right to buy) | \$ 38.18 | (2) | 04/02/2022 | | Common Stock | 1,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Boatright Nancy R 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947 | | | Corporate Secretary | |

Signatures

Megan Garner, 09/19/2012
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) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 1, 2011.
- (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.