

Edgar Filing: Bank of Marin Bancorp - Form 4

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 34.5 | | | | | (2) 05/01/2016 | | Common Stock | 2,000 |
| Stock Options (Right to buy) | \$ 35.18 | | | | | (2) 05/01/2017 | | Common Stock | 1,500 |
| Stock Options (Right to buy) | \$ 28.75 | | | | | (2) 05/01/2018 | | Common Stock | 400 |
| Stock Options (Right to buy) | \$ 22.25 | | | | | (2) 04/01/2019 | | Common Stock | 700 |
| Stock Options (Right to buy) | \$ 33.1 | | | | | (2) 04/01/2020 | | Common Stock | 700 |
| 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 |
| Stock Options (Right to buy) | \$ 39.35 | (2) | 04/01/2023 | Common Stock | 700 |
| Stock Options (Right to Buy) | \$ 45.88 | (2) | 04/01/2024 | Common Stock | 1,550 |
| Stock Options (Right to buy) | \$ 50.75 | (3) | 03/02/2025 | Common Stock | 2,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Reizman Elizabeth 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947 | | | Executive Vice President | |

Signatures

Nancy R. Boatright,
Attorney-in-Fact

04/27/2015

__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 16b-3(c) Disposition of shares held in the ESOP pursuant to a diversification election made under the Internal Revenue Code.
- (2) Exercisable 20% per year beginning on first anniversary date of grant
- (3) Exercisable 33% per year beginning on first anniversary 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.