Bank of Marin Bancorp Form 4 April 27, 2015

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Director

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

10% Owner

Check this box if no longer subject to Section 16. Form 4 or

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

2. Issuer Name and Ticker or Trading

Bank of Marin Bancorp [BMRC]

3. Date of Earliest Transaction

(Month/Day/Year)

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

Reizman Elizabeth

(Last)

1. Name and Address of Reporting Person *

(First)

(Middle)

504 REDWOOD BOULEVARD, SUITE 100							X_ Officer (give title Other (specify low) Executive Vice President			
(Street)			Filed(Month/Day/Year) Ap				. Individual or Joint/Group Filing(Check pplicable Line) X_ Form filed by One Reporting Person			
NOVATO, CA 94947			_				Form filed by More than One Reporting reson			
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative Seco	urities	Acquir	ed, Disposed of,	or Beneficiall	y 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 A oror Disposed of (Instr. 3, 4 and Amount	(D)	Price	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)	
Common Stock	04/27/2015		<u>J(1)</u>	1,928.3318	D	\$ 51.2	5,815.5898	I	By ESOP	
Common Stock							378.753	I	By 401(k) Plan	
Common Stock							3,910	D		
Common Stock							10,015	I	By Family Trust	

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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)	\$ 34.5					<u>(2)</u>	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

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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			Executive				
504 REDWOOD BOULEVARD, SUITE 100			Vice				
NOVATO, CA 94947			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.

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