

Myers Timothy D
Form 4
March 30, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Myers Timothy D

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,
STE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2018

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/28/2018		M		80	A	\$ 28.75
Common Stock	03/28/2018		F		33	D	\$ 68.8
Common Stock						I	4,402.1377
							By ESOP

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

SEC 1474
(9-02)

number.

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. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 28.75	03/28/2018		M	80	<u>(1)</u>	05/01/2018	Common Stock	80
Stock Options (Right to buy)	\$ 22.25					<u>(1)</u>	04/01/2019	Common Stock	140
Stock Options (Right to buy)	\$ 33.1					<u>(1)</u>	04/01/2020	Common Stock	120
Stock Options (Right to buy)	\$ 38					<u>(1)</u>	04/01/2021	Common Stock	275
Stock Options (Right to buy)	\$ 38.18					<u>(1)</u>	04/02/2022	Common Stock	500
Stock Options (Right to buy)	\$ 39.35					<u>(1)</u>	04/01/2023	Common Stock	300
Stock Options (Right to Buy)	\$ 45.88					<u>(1)</u>	04/01/2024	Common Stock	650

Stock Options (Right to buy)	\$ 50.75	(1)	03/02/2025	Common Stock	1,490
Stock Options (Right to buy)	\$ 49.65	(2)	03/01/2026	Common Stock	2,690
Stock Options (Right to buy)	\$ 69.6	(2)	03/01/2027	Common Stock	1,860
Stock Options (Right to buy)	\$ 67.15	(3)	03/01/2028	Common Stock	1,000
Stock Options (Right to buy)	\$ 67.15	(2)	03/01/2028	Common Stock	2,070

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Myers Timothy D 504 REDWOOD BOULEVARD, STE 100 NOVATO, CA 94947			Executive Vice President	

Signatures

Nancy R. Boatright,
Attorney-in-Fact

03/30/2018

__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) Exercisable 20% per year beginning on first anniversary date of grant

(2) Exercisable 33% per year beginning on first anniversary date of grant

(3) Exercisable 33% immediately, then 33% per year 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.