Cook Christina J Form 4 April 02, 2009

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or nington, D.C. 20549

Number:

Expires:

January 31,
2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Common

Common

Stock

Stock

04/01/2009

(Print or Type Responses)

1. Name and A Cook Christi	g Person *	2. Issuer Name and Ticker or Trading Symbol Bank of Marin Bancorp [BMRC]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction	(C.	neck all applicabl	c)	
504 REDWOOD BOULEVARD, SUITE 100			(Month/Day/Year) 04/01/2009			Director 10% OwnerX Officer (give title Other (specify below) Executive Vice President			
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
NOVATO, CA 94947			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-D	erivative Securities Ac	quired, Disposed	l of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Executi any	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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

A

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SEC 1474

(9-02)

Reported

1,400

Transaction(s) (Instr. 3 and 4)

1,782.2663

D

I

(A)

(D)

Α

Price

\$0

Amount

900

By ESOP

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

De

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. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	ecurities	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 28.381					08/11/2004(1)	08/11/2014	Common Stock	5,292	
Stock Options (Right to buy)	\$ 33.3333					04/01/2005(1)	04/01/2015	Common Stock	5,513	
Stock Options (Right to buy)	\$ 34.5					05/01/2007 <u>(2)</u>	05/01/2016	Common Stock	1,500	
Stock Options (Right to buy)	\$ 35.18					05/01/2008(2)	05/01/2017	Common Stock	3,000	
Stock Options (Right to buy)	\$ 28.75					05/01/2009(2)	05/01/2018	Common Stock	2,300	
Stock Options (Right to buy)	\$ 22.25					04/01/2010(2)	04/01/2019	Common Stock	4,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Reporting Owners 2

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Cook Christina J 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947 Executive Vice President

Signatures

Megan Carter, Attorney-in-Fact 04/02/2009

**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 date of grant
- (2) Exercisable 20% 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.

Signatures 3