Cook Christina J Form 4 March 22, 2010

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287 January 31,

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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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

2. Issuer Name and Ticker or Trading

Symbol

response...

5. Relationship of Reporting Person(s) to

Issuer

1(b).

(Print or Type Responses)

Cook Christina J

1. Name and Address of Reporting Person *

Bank or					of Marin Bancorp [BMRC]					(Check all applicable)			
(Last) (First) (Middle) 504 REDWOOD BOULEVARD, SUITE 100				3. Date of Earliest Transaction (Month/Day/Year) 01/29/2010						Director 10% Owner X Officer (give title Other (specify below)			
F					4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NOVATO, CA 94947										Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of,								, or Beneficially Owned					
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deem Execution any (Month/Da	Date, if	3. 4. Securities Acquired c, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) ear) (Instr. 8) (A) or				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	01/29/2010			J <u>(1)</u>	V	547.0521	A	\$0	2,943.3773	I	By ESOP	
	Common Stock	02/12/2010			J(2)	V	14.399	A	\$0	2,957.7763	I	By ESOP	
	Common Stock									1,400	D		
	Common Stock									75.963	I	By self as custodian for son under	

CAUTMA

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Common Stock	75.963	I	By self as custodian for daughter under
			CAUTMA

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

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(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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	Date Exercisable and spiration 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)	\$ 28.381					<u>(3)</u>	08/11/2014	Common Stock	5,292	
Stock Options (Right to buy)	\$ 33.3333					<u>(3)</u>	04/01/2015	Common Stock	5,513	
Stock Options (Right to buy)	\$ 34.5					<u>(4)</u>	05/01/2016	Common Stock	1,500	
Stock Options (Right to buy)	\$ 35.18					<u>(4)</u>	05/01/2017	Common Stock	3,000	
Stock Options	\$ 28.75					<u>(4)</u>	05/01/2018	Common Stock	2,300	

(Right to buy)

Stock

buy)

Options (Right to

\$ 22.25

5

<u>(4)</u>

04/01/2019

Common Stock

4,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

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

Executive Vice President

Signatures

Megan Carter, Attorney-in-Fact

03/22/2010

**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) Reflects ESOP allocations that have occured since 1/1/2010.
- (2) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
- (3) Exercisable 20% per year beginning on date of grant
- (4) 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.

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