

Pelham Peter
Form 4
April 02, 2013

FORM 4

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

OMB APPROVAL

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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 *
Pelham Peter

(Last) (First) (Middle)

504 REDWOOD BOULEVARD,
SUITE 100

(Street)

NOVATO, CA 94947

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Bank of Marin Bancorp [BMRC]

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

02/15/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/01/2013		A		425	A	\$ 0	5,265.858	D	
Common Stock	02/15/2013		J ⁽¹⁾	V	27.2623	A	\$ 0	6,147.4132	I	By ESOP
Common Stock	02/25/2013		J ⁽²⁾	V	476.5776	A	\$ 0	6,623.9908	I	By ESOP
Common Stock	02/15/2013		J ⁽¹⁾	V	6.6573	A	\$ 0	1,519.7428	I	By 401(k) Plan
Common Stock								29	I	As custodian for

grandson
under
CAUTMA

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

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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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 39.35	04/01/2013		A	1,600	(3) 04/01/2023	Common Stock	1,600
Stock Options (Right to buy)	\$ 38.18					(3) 04/02/2022	Common Stock	2,650
Stock Options (Right to buy)	\$ 38					(3) 04/01/2021	Common Stock	1,650
Stock Options (Right to buy)	\$ 33.1					(3) 04/01/2020	Common Stock	1,750
Stock Options (Right to buy)	\$ 22.25					(3) 04/01/2019	Common Stock	4,000
Stock Options	\$ 28.75					(3) 05/01/2018	Common Stock	2,300

