

Bank of Marin Bancorp
 Form 4
 December 22, 2014

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 *
 Colombo Russell A
 (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)
 08/08/2014
 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)
 President and CEO
 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)
Common Stock	08/08/2014		J(1)	25.9173 A	\$ 0 5,995.0104	I	By ESOP
Common Stock	11/07/2014		J(1)	25.1943 A	\$ 0 6,020.2047	I	By ESOP
Common Stock					17,385.1398	D	

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)	\$ 33.3333					<u>(2)</u>	04/01/2015	Common Stock	6,615
Stock Options (Right to buy)	\$ 34.5					<u>(3)</u>	05/01/2016	Common Stock	7,500
Stock Options (Right to buy)	\$ 33.2					<u>(3)</u>	07/13/2016	Common Stock	10,000
Stock Options (Right to buy)	\$ 35.18					<u>(3)</u>	05/01/2017	Common Stock	6,000
Stock Options (Right to buy)	\$ 28.75					<u>(3)</u>	05/01/2018	Common Stock	5,800
Stock Options (Right to buy)	\$ 22.25					<u>(3)</u>	04/01/2019	Common Stock	5,098
Stock Options (Right to buy)	\$ 33.1					<u>(3)</u>	04/01/2020	Common Stock	4,500
	\$ 38					<u>(3)</u>	04/01/2021		4,300

