

Kennedy Kevin R
Form 4
January 09, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Kennedy Kevin R

(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)

01/08/2019

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)

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 Price (D)		
Common Stock	11/27/2018		J ⁽¹⁾		4,297 A \$ 0	8,594	I By Trust
Common Stock	01/08/2019		J ⁽²⁾		196 A \$ 41.35	8,790	I By Trust
Common Stock	11/27/2018		J ⁽³⁾		5,040 A \$ 0	10,080	I By Roth IRA
Common Stock	11/27/2018		J ⁽⁴⁾		50 A \$ 0	100	I By SIMPLE IRA

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 number.

SEC 1474
(9-02)

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 or Value 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)	\$ 41.35					01/02/2019	01/02/2029	Common Stock	988 ⁽⁵⁾
Stock Options (Right to Buy)	\$ 40.7 ⁽⁶⁾					07/02/2018	07/02/2028	Common Stock	958
Stock Options (Right to Buy)	\$ 33.9 ⁽⁷⁾					01/02/2018	01/02/2028	Common Stock	1,272
Stock Options (Right to buy)	\$ 31.225 ⁽⁸⁾					07/03/2017	07/03/2027	Common Stock	1,474
Stock Options (Right to buy)	\$ 34.6 ⁽⁹⁾					01/03/2017	01/03/2027	Common Stock	1,188
Stock Options (Right to buy)	\$ 23.765 ⁽¹⁰⁾					⁽¹¹⁾	07/01/2026	Common Stock	1,714
Stock	\$ 25.135					⁽¹³⁾	05/14/2022	Common	6,000

