

Bank of Marin Bancorp  
Form 4  
February 05, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(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)  
02/05/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	02/05/2016		X	5,000 A	\$ 34.5 10,850.858	D	
Common Stock	02/05/2016		S	5,000 D	\$ 52.85 5,850.858	D	
Common Stock					7,331.076	I	By ESOP
Common Stock					1,593.2955	I	By 401(k) Plan
Common Stock					154	I	As custodian for

Common Stock	150	I	grandson under CAUTMA As Custodian for Grandson under CAUTMA
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 34.5	02/05/2016		X	5,000	<u>(1)</u> 05/01/2016	Common Stock	5,000
Stock Options (Right to buy)	\$ 35.18					<u>(1)</u> 05/01/2017	Common Stock	4,000
Stock Options (Right to buy)	\$ 28.75					<u>(1)</u> 05/01/2018	Common Stock	2,300
Stock Options (Right to buy)	\$ 22.25					<u>(1)</u> 04/01/2019	Common Stock	4,000

Stock Options (Right to buy)	\$ 33.1	<u>(1)</u>	04/01/2020	Common Stock	1,750
Stock Options (Right to buy)	\$ 38	<u>(1)</u>	04/01/2021	Common Stock	1,650
Stock Options (Right to buy)	\$ 38.18	<u>(1)</u>	04/02/2022	Common Stock	2,650
Stock Options (Right to buy)	\$ 39.35	<u>(1)</u>	04/01/2023	Common Stock	1,600
Stock Options (Right to buy)	\$ 50.75	<u>(2)</u>	03/02/2025	Common Stock	2,600
Stock Options (Right to Buy)	\$ 45.88	<u>(1)</u>	04/01/2024	Common Stock	1,550

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pelham Peter 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947			Executive Vice President	

## Signatures

Krissy Meyer,  
Attorney-in-Fact

02/05/2016

\_\_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 first anniversary date of grant

(2) Exercisable 33% 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.

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