

Colombo Russell A  
Form 4  
March 05, 2018

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

03/01/2018

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	03/01/2018		A	2,760 A \$ 0	33,809.154	D	
Common Stock	03/01/2018		A	570 A \$ 0	34,379.154	D	
Common Stock	03/01/2018		A	1,030 A \$ 0	35,409.154	D	
Common Stock					7,372.7973	I	By ESOP

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. Price Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 67.15					<u>(1)</u>	03/01/2028	Common Stock	2,710	
Stock Options (Right to buy)	\$ 67.15					<u>(2)</u>	03/01/2028	Common Stock	5,770	
Stock Options (Right to buy)	\$ 69.6					<u>(2)</u>	03/01/2027	Common Stock	5,180	
Stock Options (Right to buy)	\$ 49.65					<u>(2)</u>	03/01/2026	Common Stock	7,410	
Stock Options (Right to buy)	\$ 50.75					<u>(2)</u>	03/02/2025	Common Stock	7,170	
Stock Options (Right to Buy)	\$ 45.88					<u>(3)</u>	04/01/2024	Common Stock	4,200	
Stock	\$ 39.35					(3)	04/01/2023	Common	4,100	

Options (Right to buy)					Stock	
Stock Options (Right to buy)	\$ 38.18	(3)	04/02/2022	Common Stock	6,900	
Stock Options (Right to buy)	\$ 38	(3)	04/01/2021	Common Stock	4,300	
Stock Options (Right to buy)	\$ 33.1	(3)	04/01/2020	Common Stock	4,500	
Stock Options (Right to buy)	\$ 22.25	(3)	04/01/2019	Common Stock	5,098	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Colombo Russell A 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947	X		President and CEO	

## Signatures

Krissy Meyer,  
Attorney-in-Fact

03/05/2018

\_\_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 33% immediately, then 33% per year on first anniversary date of grant.

(2) Exercisable 33% per year beginning on first anniversary date of grant

(3) 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.

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