

Colombo Russell A  
Form 4  
July 23, 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  
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(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)

12/31/2017

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2017		<u>J(1)</u>		230.003	A	\$ 0	7,602.8003	I	By ESOP
Common Stock	02/09/2018		<u>J(2)</u>		31.7167	A	\$ 0	7,634.517	I	By ESOP
Common Stock	05/11/2018		<u>J(2)</u>		31.0952	A	\$ 0	7,665.6122	I	By ESOP
Common Stock								34,293.154	D	

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)	\$ 22.25							(3)	04/01/2019	Common Stock	5,098
Stock Options (Right to buy)	\$ 33.1							(3)	04/01/2020	Common Stock	4,500
Stock Options (Right to buy)	\$ 38							(3)	04/01/2021	Common Stock	4,300
Stock Options (Right to buy)	\$ 38.18							(3)	04/02/2022	Common Stock	6,900
Stock Options (Right to buy)	\$ 39.35							(3)	04/01/2023	Common Stock	4,100
Stock Options (Right to Buy)	\$ 45.88							(3)	04/01/2024	Common Stock	4,200
Stock	\$ 50.75							(4)	03/02/2025	Common	7,170

Options (Right to buy)					Stock	
Stock Options (Right to buy)	\$ 49.65	(4)	03/01/2026	Common Stock	7,410	
Stock Options (Right to buy)	\$ 69.6	(4)	03/01/2027	Common Stock	5,180	
Stock Options (Right to buy)	\$ 67.15	(4)	03/01/2028	Common Stock	5,770	
Stock Options (Right to buy)	\$ 67.15	(5)	03/01/2028	Common Stock	2,710	

## 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

Nancy R. Boatright,  
Attorney-in-Fact

07/23/2018

\*\*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) Represents the 2017 ESOP allocation reflected in reporting owner's account as of 12/31/2017.

(2) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments

(3) Exercisable 20% per year beginning on first anniversary date of grant

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

(5) Exercisable 33% immediately, then 33% per year 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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