

Myers Timothy D  
Form 4  
March 19, 2019

**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  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Myers Timothy D

(Last) (First) (Middle)

504 REDWOOD BOULEVARD,  
STE 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)

12/31/2018

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/31/2018		J <sup>(1)</sup>		353.4877	A	\$ 0
Common Stock							9,766.7964
							15,852

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  
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SEC 1474  
(9-02)

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**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)	\$ 16.55					<u>(2)</u>	04/01/2020	Common Stock	600
Stock Options (Right to buy)	\$ 19					<u>(2)</u>	04/01/2021	Common Stock	550
Stock Options (Right to buy)	\$ 19.09					<u>(2)</u>	04/02/2022	Common Stock	1,000
Stock Options (Right to buy)	\$ 19.675					<u>(2)</u>	04/01/2023	Common Stock	600
Stock Options (Right to Buy)	\$ 22.94					<u>(2)</u>	04/01/2024	Common Stock	1,300
Stock Options (Right to buy)	\$ 25.375					<u>(2)</u>	03/02/2025	Common Stock	2,980
Stock Options (Right to buy)	\$ 24.825					<u>(3)</u>	03/01/2026	Common Stock	5,380
Stock Options	\$ 34.8					<u>(3)</u>	03/01/2027	Common Stock	3,720

(Right to  
buy)

Stock

Options  
(Right to  
buy)

\$ 33.575

(3)

03/01/2028

Common  
Stock

4,140

Stock

Options  
(Right to  
buy)

\$ 33.575

(4)

03/01/2028

Common  
Stock

2,000

Stock

Options  
(Right to  
Buy)

\$ 44.45

(3)

03/01/2029

Common  
Stock

3,600

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director

10% Owner

Officer

Other

Myers Timothy D  
504 REDWOOD BOULEVARD, STE 100  
NOVATO, CA 94947

Executive Vice President

## Signatures

Nancy R. Boatright,  
Attorney-in-Fact

03/19/2019

\*\*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 2018 ESOP allocation reflected in reporting owner's account as of 12/31/2018.

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

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

(4) 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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