

Bank of Marin Bancorp
 Form 4
 March 10, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Reizman Elizabeth

(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)
 03/09/2017

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)
 Executive Vice President

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	03/09/2017		X	733 A \$ 35.18	10,748	I	By Family Trust
Common Stock					6,325.0706	I	By ESOP
Common Stock					391.183	I	By 401(k) Plan
Common Stock					6,700	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 or Deriv Secur (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 35.18	03/09/2017		X	733	<u>(1)</u>	05/01/2017	Common Stock	733
Stock Options (Right to buy)	\$ 28.75					<u>(1)</u>	05/01/2018	Common Stock	400
Stock Options (Right to buy)	\$ 22.25					<u>(1)</u>	04/01/2019	Common Stock	700
Stock Options (Right to buy)	\$ 33.1					<u>(1)</u>	04/01/2020	Common Stock	700
Stock Options (Right to buy)	\$ 38					<u>(1)</u>	04/01/2021	Common Stock	700
Stock Options (Right to buy)	\$ 38.18					<u>(1)</u>	04/02/2022	Common Stock	1,100
Stock Options	\$ 39.35					<u>(1)</u>	04/01/2023	Common Stock	700

(Right to buy)					
Stock Options (Right to Buy)	\$ 45.88	<u>(1)</u>	04/01/2024	Common Stock	1,550
Stock Options (Right to buy)	\$ 50.75	<u>(2)</u>	03/02/2025	Common Stock	2,600
Stock Options (Right to buy)	\$ 49.65	<u>(2)</u>	03/01/2026	Common Stock	2,750
Stock Options (Right to buy)	\$ 69.6	<u>(2)</u>	03/01/2027	Common Stock	1,850

Reporting Owners

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

Signatures

Nancy R. Boatright, 03/10/2017
Attorney-in-Fact

 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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