

Pelham Peter
 Form 5
 February 15, 2013

FORM 5

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

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Pelham Peter
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 Bank of Marin Bancorp [BMRC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

504 REDWOOD BOULEVARD,
 SUITE 100
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Executive Vice President

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

6. Individual or Joint/Group Reporting
 (check applicable line)

NOVATO, CA 94947
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/10/2012	^	J ⁽¹⁾	27.7122 A \$ 0	6,090.3363	I	By ESOP
Common Stock	11/09/2012	^	J ⁽¹⁾	29.8146 A \$ 0	6,120.1509	I	By ESOP
Common Stock	08/10/2012	^	J ⁽¹⁾	6.7311 A \$ 0	1,505.8448	I	By 401(k) Plan
Common Stock	11/09/2012	^	J ⁽¹⁾	7.2407 A \$ 0	1,513.0855	I	By 401(k) Plan
	^	^	^	^ ^ ^	4,869.858	D	^

Common
Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. F
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 38.18	Â	Â	Â	Â Â Â (2)	04/02/2022	Common Stock	2,650
Stock Options (Right to buy)	\$ 38	Â	Â	Â	Â Â Â (2)	04/01/2021	Common Stock	1,650
Stock Options (Right to buy)	\$ 33.1	Â	Â	Â	Â Â Â (2)	04/01/2020	Common Stock	1,750
Stock Options (Right to buy)	\$ 22.25	Â	Â	Â	Â Â Â (2)	04/01/2019	Common Stock	4,000
Stock Options (Right to buy)	\$ 28.75	Â	Â	Â	Â Â Â (2)	05/01/2018	Common Stock	2,300
Stock Options (Right to buy)	\$ 35.18	Â	Â	Â	Â Â Â (2)	05/01/2017	Common Stock	4,000

