

Reizman Elizabeth  
Form 3  
March 05, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Reizman Elizabeth                       |         | (Month/Day/Year)                     | Bank of Marin Bancorp [BMRC]                       |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 03/01/2013                           |  |  |
| 504 REDWOOD BOULEVARD,<br>SUITE 100       |         |                                      | (Check all applicable)                             |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
|   |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                                 | (specify below)  |
|   |         |                                      | Senior Vice President                              |  |
|   |         |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| NOVATO,Â CAÂ 94947                        |         |                                      |  |  |
| (City)                                    | (State) | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock                       | 20,030  | I   | By Family Trust   |
| Common Stock                       | 6,750.5871  | I   | By ESOP   |
| Common Stock                       | 365.9978  | I   | By 401(k) Plan  |
| Common Stock                       | 1,775   | D   | Â   |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br><small>(Month/Day/Year)</small> |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|---|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable   | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |
| Stock Options (Right to buy)                  | Â <u>(1)</u>  | 04/02/2022         | Common Stock   | 1,100                            | \$ 38.18   | D  | Â   |
| Stock Options (Right to buy)                  | Â <u>(1)</u>  | 04/01/2021         | Common Stock   | 700                              | \$ 38  | D  | Â   |
| Stock Options (Right to buy)                  | Â <u>(1)</u>  | 04/01/2020         | Common Stock   | 700                              | \$ 33.1  | D  | Â   |
| Stock Options (Right to buy)                  | Â <u>(1)</u>  | 04/01/2019         | Common Stock   | 700                              | \$ 22.25   | D  | Â   |
| Stock Options (Right to buy)                  | Â <u>(1)</u>  | 05/01/2018         | Common Stock   | 400                              | \$ 28.75   | D  | Â   |
| Stock Options (Right to buy)                  | Â <u>(1)</u>  | 05/01/2017         | Common Stock   | 1,500                            | \$ 35.18   | D  | Â   |
| Stock Options (Right to buy)                  | Â <u>(1)</u>  | 05/01/2016         | Common Stock   | 2,000                            | \$ 34.5  | D  | Â   |
| Stock Options (Right to buy)                  | Â <u>(2)</u>  | 04/01/2015         | Common Stock   | 2,756                            | \$ 33.3333   | D  | Â   |
| Stock Options (Right to buy)                  | Â <u>(2)</u>  | 04/01/2014         | Common Stock   | 2,481                            | \$ 25.3848   | D  | Â   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Reizman Elizabeth<br>504 REDWOOD BOULEVARD, SUITE 100<br>NOVATO, CA 94947 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

Megan Garner,  
Attorney-in-Fact

03/05/2013

        Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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

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(2) Exercisable 20% per year beginning on 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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