

Pelham Peter
Form 4
September 08, 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 *
Pelham Peter

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
504 REDWOOD BOULEVARD,
SUITE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/06/2017

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

NOVATO, CA 94947

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/06/2017 | | J(1) | | 2,782.2358 | D | \$ 0 | 5,245.797 | I | By ESOP |
| Common Stock | 08/11/2017 | | J(2) | | 23.8019 | A | \$ 0 | 5,269.5989 | I | By ESOP |
| Common Stock | | | | | | | | 8,340.858 | D | |
| Common Stock | | | | | | | | 1,630.6298 | I | By 401(k) Plan |
| Common Stock | | | | | | | | 254 | I | As custodian for |

| | | | |
|-----------------|-----|---|--|
| Common Stock | 250 | I | grandson under CAUTMA As Custodian for Grandson under CAUTMA |
|-----------------|-----|---|--|

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

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(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 Derivat Security (Instr. 5) | |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 28.75 | | | | | (3) | 05/01/2018 | Common Stock | 2,300 |
| Stock Options (Right to buy) | \$ 22.25 | | | | | (3) | 04/01/2019 | Common Stock | 4,000 |
| Stock Options (Right to buy) | \$ 33.1 | | | | | (3) | 04/01/2020 | Common Stock | 1,750 |
| Stock Options (Right to buy) | \$ 38 | | | | | (3) | 04/01/2021 | Common Stock | 1,650 |

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

(4) 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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