

Gotelli Robert
Form 4
March 26, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gotelli Robert

(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)

03/21/2019

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/21/2019		D	414 D \$ 0	10,532	D	
Common Stock					11,916.0006	I	By ESOP

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

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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 of 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>(1)</u>	04/01/2020	Common Stock	1,400
Stock Options (Right to buy)	\$ 19					<u>(1)</u>	04/01/2021	Common Stock	1,400
Stock Options (Right to buy)	\$ 19.09					<u>(1)</u>	04/02/2022	Common Stock	2,200
Stock Options (Right to buy)	\$ 19.675					<u>(1)</u>	04/01/2023	Common Stock	1,400
Stock Options (Right to Buy)	\$ 22.94					<u>(1)</u>	04/01/2024	Common Stock	1,300
Stock Options (Right to buy)	\$ 25.375					<u>(1)</u>	03/02/2025	Common Stock	2,200
Stock Options (Right to buy)	\$ 24.825					<u>(2)</u>	03/01/2026	Common Stock	2,400
Stock Options	\$ 34.8					<u>(2)</u>	03/01/2027	Common Stock	1,560

(Right to buy)

Stock Options (Right to buy)	\$ 33.575	(2)	03/01/2028	Common Stock	1,740
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Stock Options (Right to buy)	\$ 33.575	(3)	03/01/2028	Common Stock	980
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Stock Options (Right to Buy)	\$ 44.45	(2)	03/01/2029	Common Stock	1,580
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Reporting Owners

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

Signatures

Nancy R. Boatright, Attorney-in-Fact	03/26/2019
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**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
- (3) 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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