

Myers Timothy D
 Form 4
 February 12, 2019

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 *
 Myers Timothy D

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,
 STE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/11/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/11/2019		M	280 A \$ 11.125	13,978	D	
Common Stock	02/11/2019		F	74 D \$ 42.09	13,904	D	
Common Stock					9,413.3087	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)

number.

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)	\$ 11.125					<u>(1)</u>	04/01/2019	Common Stock	1,400
Stock Options (Right to buy)	\$ 16.55					<u>(1)</u>	04/01/2020	Common Stock	240
Stock Options (Right to buy)	\$ 19					<u>(1)</u>	04/01/2021	Common Stock	550
Stock Options (Right to buy)	\$ 19.09					<u>(1)</u>	04/02/2022	Common Stock	1,000
Stock Options (Right to buy)	\$ 19.675					<u>(1)</u>	04/01/2023	Common Stock	600
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	2,980

