Colombo Russell A Form 4 April 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Colombo Russell A Issuer Symbol Bank of Marin Bancorp [BMRC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify X_ Officer (give title 504 REDWOOD BOULEVARD, 02/10/2012 below) SUITE 100 President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **NOVATO, CA 94947** Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Sec	curitie	s Acqu	ired, Disposed of	, or Beneficiall	y 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 on(A) or Dispo (Instr. 3, 4 ar	sed of		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)
Common Stock	04/02/2012		A	1,750	A	\$0	10,174.1398	D	
Common Stock	02/10/2012		<u>J(1)</u>	21.3108	A	\$0	4,353.8382	I	By ESOP
Common Stock	03/01/2012		J(2)	558.4378	A	\$0	4,912.276	I	By ESOP

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

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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)	Code	action of Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. l De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 38.18	04/02/2012		A	6,900		(3)	04/02/2022	Common Stock	6,900	\$
Stock Options (Right to buy)	\$ 38						(3)	04/01/2021	Common Stock	4,300	
Stock Options (Right to buy)	\$ 33.1						(3)	04/01/2020	Common Stock	4,500	
Stock Options (Right to buy)	\$ 22.25						(3)	04/01/2019	Common Stock	8,004	
Stock Options (Right to buy)	\$ 28.75						(3)	05/01/2018	Common Stock	5,800	
Stock Options (Right to buy)	\$ 35.18						(3)	05/01/2017	Common Stock	6,000	
Stock Options (Right to buy)	\$ 33.2						(3)	07/13/2016	Common Stock	10,000	
Stock Options (Right to	\$ 34.5						<u>(3)</u>	05/01/2016	Common Stock	7,500	

buy)					
Stock Options (Right to buy)	\$ 33.3333	<u>(4)</u>	04/01/2015	Common Stock	6,615
Stock Options (Right to buy)	\$ 26.0923	<u>(4)</u>	03/23/2014	Common Stock	24,807

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
Colombo Russell A						
504 REDWOOD BOULEVARD, SUITE 100	X		President and CEO			
NOVATO, CA 94947						

Signatures

Megan Garner,
Attorney-in-Fact

**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) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
- (2) Reflects ESOP allocations that have occured since 1/1/2012.
- (3) Exercisable 20% per year beginning on first anniversary date of grant
- (4) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3