Pelham Peter Form 4 April 06, 2012

FORM 4

OMB APPROVAL

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

OMB

5. Relationship of Reporting Person(s) to

Issuer

Persons who respond to the collection of

information contained in this form are not

required to respond unless the form

Check this box if no longer subject to Section 16.

3235-0287 Number: January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Bank of Marin Bancorp [BMRC]

Symbol

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

1(b).

Pelham Peter

(Print or Type Responses)

1. Name and Address of Reporting Person *

			(Check all applicable)										
(Last) 504 REDV SUITE 100	(First) WOOD BOULEV	(Middle)	3. Date (Month) 04/05/	/Day/Ye		Γransa	ection			Director C Officer (give tit ow) Executive		Owner (specify	
				4. If Amendment, Date Original Filed(Month/Day/Year)					Ap _j	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Ta	ble I - N	Von-	Deriv	ative Secu	urities	Acquire	ed, Disposed of, o	r Beneficially	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution I any (Month/Da	Date, if	3. Transa Code (Instr.	8)	nDisp (Inst	ecurities Acosed of (Dr. 3, 4 and)	d (A) or	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	04/05/2012			J <u>(1)</u>	V	1,99	99.7904	D	\$ 37.27	6,034.2248	I	By ESOP	
Common Stock										5,867.858	D		
Common Stock										1,492.1689	I	By 401(k) Plan	

SEC 1474

(9-02)

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displays a currently valid OMB control number.

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 38.18					(2)	04/02/2022	Common Stock	2,650
Stock Options (Right to buy)	\$ 38					<u>(2)</u>	04/01/2021	Common Stock	1,650
Stock Options (Right to buy)	\$ 33.1					(2)	04/01/2020	Common Stock	1,750
Stock Options (Right to buy)	\$ 22.25					(2)	04/01/2019	Common Stock	4,000
Stock Options (Right to buy)	\$ 28.75					(2)	05/01/2018	Common Stock	2,300
Stock Options (Right to buy)	\$ 35.18					<u>(2)</u>	05/01/2017	Common Stock	4,000
Stock Options (Right to buy)	\$ 34.5					(2)	05/01/2016	Common Stock	5,000

8. Price Derivat Securit (Instr. 5

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Stock Options (Right to buy)	\$ 25.3848	(3)	04/01/2014	Common Stock	1,654
Stock Options (Right to	\$ 17.2019	(3)	04/01/2013	Common Stock	1,737

Relationships

Reporting Owners

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

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 16b-3(c) Disposition of shares held in the ESOP pursuant to a diversification election made under the Internal Revenue Code.
- (2) Exercisable 20% per year beginning on first anniversary date of grant
- (3) 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.

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