Cook Christina J Form 4 June 13, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 3235-0287

Number: January 31, Expires:

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response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

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

may continue.

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 See Instruction

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Cook Christina J

1. Name and Address of Reporting Person \*

			Bank of Marin Bancorp [BMRC]				RC]	(Check all applicable)			
(Last) (First) (Middle)  504 REDWOOD BOULEVARD, SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 06/12/2012					Director 10% Owner Selow)  Executive Vice President			
			mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NOVATO,	CA 94947							Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	e Secu	rities Acc	quired, Disposed	of, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Executio any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	06/12/2012			X	800	A	\$ 22.25	3,875	D		
Common Stock	06/12/2012			X	460	A	\$ 28.75	4,335	D		
Common Stock	06/12/2012			S <u>(1)</u>	1,260	D	\$ 39	3,075	D		
Common Stock								4,176.2685	I	By ESOP	
Common Stock								75.963	I	By self as custodian	

for son

			under CAUTMA
Common Stock	75.963	I	By self as custodian for daughter under CAUTMA

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

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SEC 1474 (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. Transactic Code (Instr. 8)	onof		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 22.25	06/12/2012		X		800	(2)	04/01/2019	Common Stock	800	\$ 22
Stock Options (Right to buy)	\$ 28.75	06/12/2012		X		460	(2)	05/01/2018	Common Stock	460	\$ 28
Stock Options (Right to buy)	\$ 28.381						<u>(3)</u>	08/11/2014	Common Stock	0	
Stock Options (Right to buy)	\$ 33.3333						(3)	04/01/2015	Common Stock	5,513	
	\$ 34.5						(2)	05/01/2016		1,500	

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Stock Options (Right to buy)				Common Stock	
Stock Options (Right to buy)	\$ 35.18	(2)	05/01/2017	Common Stock	3,000
Stock Options (Right to buy)	\$ 33.1	<u>(2)</u>	04/01/2020	Common Stock	1,750
Stock Options (Right to buy)	\$ 38	(2)	04/01/2021	Common Stock	1,650
Stock Options (Right to buy)	\$ 38.18	<u>(2)</u>	04/02/2022	Common Stock	2,650

### **Reporting Owners**

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

### **Signatures**

Nancy Rinaldi Boatright, 06/13/2012 Attorney-in-Fact \*\*Signature of Reporting Person

## **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).

Date

- (1) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2011.
- (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.

Reporting Owners 3