Boatright Nancy R Form 5 February 15, 2013

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

#### **OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Boatright Nancy R Symbol Bank of Marin Bancorp [BMRC] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner X \_ Officer (give title 12/31/2012 Other (specify below) below) 504 REDWOOD BOULEVARD, Corporate Secretary SUITE 100 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) NOVATO. CAÂ 94947 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction Security (Month/Day/Year) Execution Date, if (A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership or Indirect of Issuer's (Instr. 4) (A) Fiscal Year (I) or (Instr. 3 and 4) (Instr. 4) Price Amount (D) Common Â J(1)11/09/2012 \$0 14.0564 A 2,870.3253 I By ESOP Stock Common Â Â Â Â Â Â Â 1.135 D Stock

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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**SEC 2270** 

(9-02)

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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)	
						(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 38.18	Â	Â	Â	Â	Â	(2)	04/02/2022	Common Stock	1,100
Stock Options (Right to buy)	\$ 38	Â	Â	Â	Â	Â	(2)	04/01/2021	Common Stock	700
Stock Options (Right to buy)	\$ 33.1	Â	Â	Â	Â	Â	(2)	04/01/2020	Common Stock	560
Stock Options (Right to buy)	\$ 22.25	Â	Â	Â	Â	Â	(2)	04/01/2019	Common Stock	930
Stock Options (Right to buy)	\$ 28.75	Â	Â	Â	Â	Â	(2)	05/01/2018	Common Stock	400
Stock Options (Right to buy)	\$ 35.18	Â	Â	Â	Â	Â	(2)	05/01/2017	Common Stock	300
Stock Options (Right to buy)	\$ 33.3333	Â	Â	Â	Â	Â	(3)	04/01/2015	Common Stock	1,654

# **Reporting Owners**

Reporting Owner Name / Address

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Relationships

### Edgar Filing: Boatright Nancy R - Form 5

Director 10% Owner Officer Other

Boatright Nancy R

504 REDWOOD BOULEVARD, SUITE 100 Corporate Secretary NOVATO, CAÂ 94947

**Signatures** 

Megan Garner, Attorney-in-Fact 02/15/2013

\*\*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) 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 provided 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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