Pelham Peter Form 4 April 02, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

2005

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

January 31, Expires:

Estimated average burden hours per

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

0.5 response...

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Pelham Peter			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)	3. Date of Earliest Transaction	(Check all application)		
504 REDWOC SUITE 100	D BOULE	VARD,	(Month/Day/Year) 02/15/2013	Director 10% OwnerX Officer (give title Other (specify below) Executive Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NOVATO, CA	. 94947		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

								1 015011		
(City)	(State)	(Zip) Tab	ole I - N	on-l	Derivative Se	curitie	es Acqu	ired, Disposed o	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)				4. Securities on(A) or Dispo (Instr. 3, 4 au	sed of			6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	04/01/2013		A		425	A	\$0	5,265.858	D	
Common Stock	02/15/2013		J (1)	V	27.2623	A	\$0	6,147.4132	I	By ESOP
Common Stock	02/25/2013		J(2)	V	476.5776	A	\$0	6,623.9908	I	By ESOP
Common Stock	02/15/2013		J <u>(1)</u>	V	6.6573	A	\$0	1,519.7428	I	By 401(k) Plan
Common Stock								29	I	As custodian for

grandson under CAUTMA

SEC 1474

(9-02)

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

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

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)	Securities	e Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 39.35	04/01/2013		A	1,600	(3)	04/01/2023	Common Stock	1,600	\$
Stock Options (Right to buy)	\$ 38.18					<u>(3)</u>	04/02/2022	Common Stock	2,650	
Stock Options (Right to buy)	\$ 38					(3)	04/01/2021	Common Stock	1,650	
Stock Options (Right to buy)	\$ 33.1					(3)	04/01/2020	Common Stock	1,750	
Stock Options (Right to buy)	\$ 22.25					(3)	04/01/2019	Common Stock	4,000	
Stock Options	\$ 28.75					<u>(3)</u>	05/01/2018	Common Stock	2,300	

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(Right to buy)					
Stock Options (Right to buy)	\$ 35.18	<u>(3)</u>	05/01/2017	Common Stock	4,000
Stock Options (Right to buy)	\$ 34.5	(3)	05/01/2016	Common Stock	5,000
Stock Options (Right to buy)	\$ 25.3848	<u>(4)</u>	04/01/2014	Common Stock	1,654

Reporting Owners

Reporting Owner Name / Address	Relationships						
	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 16A-11 Additional shares resulting from dividend reinvestments
- (2) Reflects ESOP allocations that have occured since 1/1/2013.
- (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.

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