Bank of Marin Bancorp Form 4 December 31, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

See Instruction

See Instruction

See Instruction

Output

Description To(a) of the Seedings Tector 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

(Print or Type Responses)

1. Name and A Colombo Ru	Symbol	2. Issuer Name and Ticker or Trading Symbol Bank of Marin Bancorp [BMRC]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (I		3. Date of Earliest Transaction				(Check all applicable)			
(Last)	(1.1151) (1	,						100	6 Owner	
504 REDWO SUITE 100	`	(Month/Day/Year) 12/31/2013					X Director 10% Owner X Officer (give title Other (specify below) below) President and CEO			
	(Street)	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
NOVATO,	`	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Securi	ities Ac	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactic Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	(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	12/31/2013		G	1,200	D	\$0	11,574.1398	D		

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

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SEC 1474

(9-02)

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By ESOP

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

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. Transaction Code (Instr. 8)	5. Dr.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)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 26.0923					<u>(1)</u>	03/23/2014	Common Stock	16,359	
Stock Options (Right to buy)	\$ 33.3333					<u>(1)</u>	04/01/2015	Common Stock	6,615	
Stock Options (Right to buy)	\$ 34.5					<u>(2)</u>	05/01/2016	Common Stock	7,500	
Stock Options (Right to buy)	\$ 33.2					<u>(2)</u>	07/13/2016	Common Stock	10,000	
Stock Options (Right to buy)	\$ 35.18					(2)	05/01/2017	Common Stock	6,000	
Stock Options (Right to buy)	\$ 28.75					(2)	05/01/2018	Common Stock	5,800	
Stock Options (Right to buy)	\$ 22.25					(2)	04/01/2019	Common Stock	5,098	
Stock Options (Right to	\$ 33.1					(2)	04/01/2020	Common Stock	4,500	

8. Price Deriva Securit (Instr.

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buy)					
Stock Options (Right to buy)	\$ 38	<u>(2)</u>	04/01/2021	Common Stock	4,300
Stock Options (Right to buy)	\$ 38.18	<u>(2)</u>	04/02/2022	Common Stock	6,900
Stock Options (Right to buy)	\$ 39.35	(2)	04/01/2023	Common Stock	4,100

Reporting Owners

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

Signatures

Nancy Rinaldi Boatright,
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) Exercisable 20% per year beginning on date of grant
- (2) Exercisable 20% per year beginning on first anniversary 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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