

Pelham Peter
 Form 5
 February 02, 2010

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
Pelham Peter

 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Bank of Marin Bancorp [BMRC]

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

**504 REDWOOD BOULEVARD,
 SUITE 100**

 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

NOVATO, CA 94947

 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

 (check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/31/2009	Â	J(1)	545.4533 A \$ 0	6,015.1327	I	By ESOP
Common Stock	12/31/2009	Â	J(2)	128.4354 A \$ 0	6,143.5681	I	By ESOP
Common Stock	12/31/2009	Â	J(2)	29.9469 A \$ 0	1,432.4748	I	By 401(k) Plan
Common Stock	Â	Â	Â	Â Â Â	2,942.858	D	Â

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

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SEC 2270
(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. 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)	8. F Der Sec (Ins
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 12.2752	Â	Â	Â	Â Â Â (3)	03/14/2011	Common Stock	1,729
Stock Options (Right to buy)	\$ 14.4522	Â	Â	Â	Â Â Â (3)	04/01/2012	Common Stock	2,735
Stock Options (Right to buy)	\$ 17.2019	Â	Â	Â	Â Â Â (3)	04/01/2013	Common Stock	1,737
Stock Options (Right to buy)	\$ 25.3848	Â	Â	Â	Â Â Â (3)	04/01/2014	Common Stock	1,654
Stock Options (Right to buy)	\$ 34.5	Â	Â	Â	Â Â Â (4)	05/01/2016	Common Stock	5,000
Stock Options (Right to buy)	\$ 35.18	Â	Â	Â	Â Â Â (4)	05/01/2017	Common Stock	4,000
Stock Options (Right to buy)	\$ 28.75	Â	Â	Â	Â Â Â (4)	05/01/2018	Common Stock	2,300

