

Pelham Peter
Form 4
April 04, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pelham Peter

(Last) (First) (Middle)

504 REDWOOD BOULEVARD,
SUITE 100

(Street)

NOVATO, CA 94947

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	04/02/2012		A		700	A	\$ 0 5,867.858	D
Common Stock	02/10/2012		J(1)		34.8536	A	\$ 0 7,498.7416	I By ESOP
Common Stock	03/01/2012		J(2)		535.2736	A	\$ 0 8,034.0152	I By ESOP
Common Stock	02/10/2012		J(1)		6.4105	A	\$ 0 1,492.1689	I By 401(k) Plan

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

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(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 (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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 38.18	04/02/2012		A	2,650	(3) 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 (Right to buy)	\$ 28.75					(3) 05/01/2018	Common Stock	2,300
Stock Options (Right to buy)	\$ 35.18					(3) 05/01/2017	Common Stock	4,000
Stock Options (Right to buy)	\$ 34.5					(3) 05/01/2016	Common Stock	5,000

buy)

Stock

Options \$ 25.3848
(Right to(4)

04/01/2014

Common
Stock

1,654

buy)

Stock

Options \$ 17.2019
(Right to(4)

04/01/2013

Common
Stock

1,737

buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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Pelham Peter
504 REDWOOD BOULEVARD, SUITE 100
NOVATO, CA 94947

Executive
Vice
President

Signatures

Megan Garner,
Attorney-in-Fact

04/04/2012

 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 occurred since 1/1/2012.

(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.

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