

Bank of Marin Bancorp
Form 5
February 06, 2014

FORM 5

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

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

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
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1. Name and Address of Reporting Person *
Colombo Russell A

(Last) (First) (Middle)

504 REDWOOD BOULEVARD,
SUITE 100

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

NOVATO, CA 94947

(City) (State) (Zip)

☒ 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)
Common Stock	12/31/2013	Â	J ⁽¹⁾	366.6999 A \$ 0	5,919.4976	I	By ESOP
Common Stock	Â	Â	Â	Â Â Â Â	11,574.1398	D	Â

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

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contained in this form are not required to respond unless
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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)**

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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)		8. Filing Date (Instr. 3)
					(A) (D)	Date Exercisable	Expiration Date		Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 39.35	Â	Â	Â	Â Â Â <u>(2)</u>		04/01/2023		Common Stock	4,100	
Stock Options (Right to buy)	\$ 38.18	Â	Â	Â	Â Â Â <u>(2)</u>		04/02/2022		Common Stock	6,900	
Stock Options (Right to buy)	\$ 38	Â	Â	Â	Â Â Â <u>(2)</u>		04/01/2021		Common Stock	4,300	
Stock Options (Right to buy)	\$ 33.1	Â	Â	Â	Â Â Â <u>(2)</u>		04/01/2020		Common Stock	4,500	
Stock Options (Right to buy)	\$ 22.25	Â	Â	Â	Â Â Â <u>(2)</u>		04/01/2019		Common Stock	5,098	
Stock Options (Right to buy)	\$ 28.75	Â	Â	Â	Â Â Â <u>(2)</u>		05/01/2018		Common Stock	5,800	
Stock Options (Right to buy)	\$ 35.18	Â	Â	Â	Â Â Â <u>(2)</u>		05/01/2017		Common Stock	6,000	
Stock Options (Right to buy)	\$ 33.2	Â	Â	Â	Â Â Â <u>(2)</u>		07/13/2016		Common Stock	10,000	
	\$ 34.5	Â	Â	Â	Â Â Â <u>(2)</u>		05/01/2016			7,500	

Stock Options (Right to buy)										Common Stock	
Stock Options (Right to buy)	\$ 33.3333	Â	Â	Â	Â	Â	Â	(3)	04/01/2015	Common Stock	6,615
Stock Options (Right to buy)	\$ 26.0923	Â	Â	Â	Â	Â	Â	(3)	03/23/2014	Common Stock	16,359

Reporting Owners

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

Signatures

Nancy Rinaldi Boatright,
Attorney-in-Fact

02/06/2014

__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) Represents the 2013 ESOP allocation reflected in reporting owner's account as of 12/31/2013.

(2) Exercisable 20% per year beginning on first anniversary date of grant

(3) Exercisable 20% per year beginning on date of grant

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