

Coonan Kevin  
Form 4  
April 02, 2013

**FORM 4**

**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).

**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: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Coonan Kevin

(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)

02/15/2013

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 \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/01/2013                              |                                                             | A                                    | 425                                                                 | A \$ 0 8,285.5004                                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/15/2013                              |                                                             | J <sup>(1)</sup>                     | V 14.6741                                                           | A \$ 0 3,290.547                                                                                                   | I                                                                    | By ESOP                                                           |
| Common<br>Stock                       | 02/25/2013                              |                                                             | J <sup>(2)</sup>                     | V 476.5776                                                          | A \$ 0 3,767.1246                                                                                                  | I                                                                    | By ESOP                                                           |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares | 9. Exercise<br>Price |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|----------------------|
| Stock<br>Options<br>(Right to<br>buy)               | \$ 39.35                                                           | 04/01/2013                              |                                                             | A                                    | 1,600                                                                                                           | (3) 04/01/2023                                                 | Common<br>Stock                                                     | 1,600                                     | \$                   |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 38.18                                                           |                                         |                                                             |                                      |                                                                                                                 | (3) 04/02/2022                                                 | Common<br>Stock                                                     | 2,650                                     |                      |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 38                                                              |                                         |                                                             |                                      |                                                                                                                 | (3) 04/01/2021                                                 | Common<br>Stock                                                     | 1,650                                     |                      |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 33.1                                                            |                                         |                                                             |                                      |                                                                                                                 | (3) 04/01/2020                                                 | Common<br>Stock                                                     | 1,050                                     |                      |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 22.25                                                           |                                         |                                                             |                                      |                                                                                                                 | (3) 04/01/2019                                                 | Common<br>Stock                                                     | 1,600                                     |                      |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 28.75                                                           |                                         |                                                             |                                      |                                                                                                                 | (3) 05/01/2018                                                 | Common<br>Stock                                                     | 460                                       |                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Coonan Kevin  
504 REDWOOD BOULEVARD, SUITE 100  
NOVATO, CA 94947

Executive  
Vice  
President

## Signatures

Megan Garner,  
Attorney-in-Fact

04/02/2013

\_\_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 1/1/2013.
- (3) 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.