

Pelham Peter
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 *
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)

02/15/2013

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 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 Beneficial Ownership (Instr. 4)
Common Stock	04/01/2013		A	V 425 A \$ 0	5,265.858	D	
Common Stock	02/15/2013		J ⁽¹⁾	V 27.2623 A \$ 0	6,147.4132	I	By ESOP
Common Stock	02/25/2013		J ⁽²⁾	V 476.5776 A \$ 0	6,623.9908	I	By ESOP
Common Stock	02/15/2013		J ⁽¹⁾	V 6.6573 A \$ 0	1,519.7428	I	By 401(k) Plan
Common Stock					29	I	As custodian for

grandson
under
CAUTMA

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 number.

SEC 1474
(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. I
				Code	V	(A)	(D)	
Stock Options (Right to buy)	\$ 39.35	04/01/2013		A	1,600	(3)	04/01/2023	Common Stock
Stock Options (Right to buy)	\$ 38.18					(3)	04/02/2022	Common Stock
Stock Options (Right to buy)	\$ 38					(3)	04/01/2021	Common Stock
Stock Options (Right to buy)	\$ 33.1					(3)	04/01/2020	Common Stock
Stock Options (Right to buy)	\$ 22.25					(3)	04/01/2019	Common Stock
Stock Options	\$ 28.75					(3)	05/01/2018	Common Stock

(Right to
buy)

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
---------------------------------------	---------	-----	------------	-----------------	-------

Stock Options (Right to buy)	\$ 25.3848	(4)	04/01/2014	Common Stock	1,654
---------------------------------------	------------	-----	------------	-----------------	-------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pelham Peter 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

(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.

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.