

HALE JAMES C III  
Form 4  
January 09, 2019

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HALE JAMES C III**

(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)

**01/07/2019**

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)

6. Individual or Joint/Group Filing(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<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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) 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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 11/27/2018                              |                                                             | J <sup>(1)</sup>                        |                                                                         | 2,995                                                                                                              | A                                                                    | \$ 0                                                              |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | 5,990                                                             |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | D                                                                 |
| Common<br>Stock                       | 01/07/2019                              |                                                             | J <sup>(2)</sup>                        |                                                                         | 199                                                                                                                | A                                                                    | \$ 41.24                                                          |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | 6,189                                                             |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | D                                                                 |

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  
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SEC 1474  
(9-02)

# Edgar Filing: HALE JAMES C III - Form 4

**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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, 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. Pri<br>Deriv<br>Secur<br>(Instr. |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-------------------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                               | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 41.35                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 01/02/2019                                                          | 01/02/2029         | Common<br>Stock                     | 1,976<br><u>(3)</u>                    |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 40.7 <u>(4)</u>                                                    |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 07/02/2018                                                          | 07/02/2028         | Common<br>Stock                     | 1,918                                  |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 33.9 <u>(5)</u>                                                    |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 01/02/2018                                                          | 01/02/2028         | Common<br>Stock                     | 2,546                                  |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 31.225<br><u>(6)</u>                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 07/03/2017                                                          | 07/03/2027         | Common<br>Stock                     | 2,950                                  |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 34.6 <u>(7)</u>                                                    |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 01/03/2017                                                          | 01/03/2027         | Common<br>Stock                     | 2,378                                  |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 23.765<br><u>(8)</u>                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <u>(9)</u>                                                          | 07/01/2026         | Common<br>Stock                     | 3,430                                  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HALE JAMES C III  
504 REDWOOD BOULEVARD, SUITE 100 X  
NOVATO, CA 94947

## Signatures

Nancy R. Boatright,  
Attorney-in-Fact 01/09/2019

\_\_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) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 2,995 additional shares of common stock.
  - (2) Purchase pursuant to the shareholder approved Bank of Marin Bancorp 2010 Director Stock Plan. Per the terms of the plan, the purchase price is the fair market value of the Company's stock on the ending date of the Offering Period, December 31, 2018.
  - (3) Option issued in payment of Director fee
  - (4) This option was previously reported as covering 959 shares at an exercise price of \$81.40 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
  - (5) This option was previously reported as covering 1,273 shares at an exercise price of \$67.80 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
  - (6) This option was previously reported as covering 1,475 shares at an exercise price of \$62.45 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
  - (7) This option was previously reported as covering 1,189 shares at an exercise price of \$69.20 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
  - (8) This option was previously reported as covering 1,715 shares at an exercise price of \$47.53 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
  - (9) Exercisable 33% 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.

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