Bank of Marin Bancorp Form 4 April 07, 2015

### FORM 4

### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 3235-0287

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Washington, D.C. 20549 Number: January 31, Expires:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

response...

Form 4 or Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Situ Min			Symbol		d Ticker or Trading  Bancorp [BMRC]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)			Fransaction	(Chec	k all applicable	)	
504 REDW SUITE 100	OOD BOULEV	ARD,	(Month/I 12/31/2	Day/Year) 2014		X_ Officer (give below)	e title Other below) Accounting Of	er (specify	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NOVATO,	CA 94947					Form filed by M Person	More than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acc	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year			3. Transacti Code	4. Securities Acquired for(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial	

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acqui	red	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Transaction(A) or Disposed of (D)				Securities	Ownership	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)				Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/31/2014		<u>J(1)</u>	242.5556	A	\$0	1,642.8997	I	By ESOP
Common Stock	02/13/2015		J(2)	7.1408	A	\$0	1,650.0405	I	By ESOP
Common Stock							532	D	

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

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#### number.

# 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Derivat Security (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 38.18					<u>(3)</u>	04/02/2022	Common Stock	84	
Stock Options (Right to Buy)	\$ 45.88					<u>(3)</u>	04/01/2024	Common Stock	100	
Stock Options (Right to buy)	\$ 50.75					<u>(4)</u>	03/02/2025	Common Stock	180	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		

Situ Min 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947

Principal Accounting Officer

### **Signatures**

Nancy R. Boatright, Attorney-in-Fact 04/07/2015

\*\*Signature of Reporting Person Date

Reporting Owners 2

### **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 2014 ESOP allocation reflected in reporting owner's account as of 12/31/2014.
- (2) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
- (3) Exercisable 20% per year beginning on first anniversary date of grant
- (4) 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. 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.