

Pelham Peter
 Form 4
 February 06, 2019

FORM 4

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

OMB APPROVAL

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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

(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)

08/10/2018

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)

Executive Vice President

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 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/27/2018		J ⁽¹⁾		9,555	A	\$ 0	19,110	D	
Common Stock	02/05/2019		X		8,000	A	\$ 11.125	27,110	D	
Common Stock	02/05/2019		S		8,000	D	\$ 41.91	19,110	D	
Common Stock	08/10/2018		J ⁽²⁾		20.5329	A	\$ 0	5,589.037	I	By ESOP
Common Stock	11/08/2018		J ⁽²⁾		22.6814	A	\$ 0	5,611.7184	I	By ESOP

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Common Stock	11/27/2018		J ⁽³⁾	5,611.7184	A	\$ 0	11,223.4368	I	By ESOP
Common Stock	11/27/2018		J ⁽⁴⁾	279	A	\$ 0	558	I	As custodian for grandson under CAUTMA
Common Stock	11/27/2018		J ⁽⁵⁾	275	A	\$ 0	550	I	As Custodian for Grandson under CAUTMA

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

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(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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 11.125	02/05/2019		X	8,000	⁽⁶⁾ 04/01/2019	Common Stock	8,000 ⁽⁷⁾
Stock Options (Right to buy)	\$ 16.55					⁽⁶⁾ 04/01/2020	Common Stock	3,500 ⁽⁸⁾
Stock Options (Right to buy)	\$ 19					⁽⁶⁾ 04/01/2021	Common Stock	3,300 ⁽⁹⁾

Stock Options (Right to buy)	\$ 19.09	(6)	04/02/2022	Common Stock	5,300 (10)
Stock Options (Right to buy)	\$ 19.675	(6)	04/01/2023	Common Stock	3,200 (11)
Stock Options (Right to Buy)	\$ 22.94	(6)	04/01/2024	Common Stock	3,100 (12)
Stock Options (Right to buy)	\$ 25.375	(6)	03/02/2025	Common Stock	5,200 (13)
Stock Options (Right to buy)	\$ 24.825	(14)	03/01/2026	Common Stock	5,280 (15)
Stock Options (Right to buy)	\$ 34.8	(14)	03/01/2027	Common Stock	3,520 (16)
Stock Options (Right to buy)	\$ 33.575	(14)	03/01/2028	Common Stock	3,920 (17)
Stock Options (Right to buy)	\$ 33.575	(18)	03/01/2028	Common Stock	1,900 (19)

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

Nancy R. Boatright,
Attorney-in-Fact

02/06/2019

**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 9,555 additional shares of common stock.
- (2) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
- (3) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 5,611.7184 additional shares of common stock.
- (4) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 279 additional shares of common stock.
- (5) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 275 additional shares of common stock.
- (6) Exercisable 20% per year beginning on first anniversary date of grant
- (7) This option was previously reported as covering 4,000 shares at an exercise price of \$22.25 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (8) This option was previously reported as covering 1,750 shares at an exercise price of \$33.10 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (9) This option was previously reported as covering 1,650 shares at an exercise price of \$38.00 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (10) This option was previously reported as covering 2,650 shares at an exercise price of \$38.18 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (11) This option was previously reported as covering 1,600 shares at an exercise price of \$39.35 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (12) This option was previously reported as covering 1,550 shares at an exercise price of \$45.88 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (13) This option was previously reported as covering 2,600 shares at an exercise price of \$50.75 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (14) Exercisable 33% per year beginning on first anniversary date of grant
- (15) This option was previously reported as covering 2,640 shares at an exercise price of \$49.65 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (16) This option was previously reported as covering 1,760 shares at an exercise price of \$69.60 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (17) This option was previously reported as covering 1,960 shares at an exercise price of \$67.15 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (18) Exercisable 33% immediately, then 33% per year on first anniversary date of grant.
- (19) This option was previously reported as covering 950 shares at an exercise price of \$67.15 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.

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.