

Myers Timothy D
 Form 4
 August 03, 2017

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 *
 Myers Timothy D

2. Issuer Name and Ticker or Trading Symbol
 Bank of Marin Bancorp [BMRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 504 REDWOOD BOULEVARD,
 STE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

NOVATO, CA 94947
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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	12/31/2016		J ⁽¹⁾		287.5519	A	\$ 0	4,330.014	I	By ESOP
Common Stock	05/12/2017		J ⁽²⁾		17.0177	A	\$ 0	4,362.9842	I	By ESOP
Common Stock								5,650	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. 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. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 28.75					(3) 05/01/2018		Common Stock	80
Stock Options (Right to buy)	\$ 22.25					(3) 04/01/2019		Common Stock	140
Stock Options (Right to buy)	\$ 33.1					(3) 04/01/2020		Common Stock	120
Stock Options (Right to buy)	\$ 38					(3) 04/01/2021		Common Stock	275
Stock Options (Right to buy)	\$ 38.18					(3) 04/02/2022		Common Stock	500
Stock Options (Right to buy)	\$ 39.35					(3) 04/01/2023		Common Stock	300
Stock Options (Right to Buy)	\$ 45.88					(3) 04/01/2024		Common Stock	650

Stock Options (Right to buy)	\$ 50.75	(4)	03/02/2025	Common Stock	1,490
Stock Options (Right to buy)	\$ 49.65	(4)	03/01/2026	Common Stock	2,690
Stock Options (Right to buy)	\$ 69.6	(4)	03/01/2027	Common Stock	1,860

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Myers Timothy D 504 REDWOOD BOULEVARD, STE 100 NOVATO, CA 94947			Executive Vice President	

Signatures

Nancy R. Boatright,
Attorney-in-Fact

08/03/2017

__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) Represents the 2016 ESOP allocation reflected in reporting owner's account as of 12/31/2016.
- (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.