Bank of Marin Bancorp Form 3/A August 15, 2007

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

 Sklar Joel (Last)

SUITE 100

504 REDWOOD BOULEVARD,

(Street)

(First) (Middle)

Statement

(Month/Day/Year)

07/02/2007

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Bank of Marin Bancorp [BMRC]

4. Relationship of Reporting

Person(s) to Issuer Filed(Month/Day/Year)

07/03/2007

(Check all applicable)

10% Owner _X_ Director Officer Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

5. If Amendment, Date Original

Person

Form filed by More than One

Reporting Person

NOVATO, CAÂ 94947

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

Ownership Form: Direct (D)

(I)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

By Trust

or Indirect

(Instr. 5)

Common Stock 50,650.4596 I

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise Price of Derivative

6. Nature of Indirect Ownership Beneficial Ownership (Instr. 5)

Title

Security

Derivative Security: Direct (D)

Form of

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Date Expiration Amount or or Indirect
Exercisable Date Number of (I)
Shares (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sklar Joel

504 REDWOOD BOULEVARD, SUITE 100 X NOVATO, CAÂ 94947

Signatures

Megan Carter, Attorney-in-Fact 08/15/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

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.

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