

Bank of Marin Bancorp
 Form 4
 February 05, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Reizman Elizabeth

(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)

02/05/2016

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/05/2016		X	2,000 A	\$ 34.5	5,910	D
Common Stock	02/05/2016		S	2,000 D	\$ 52.85	3,910	D
Common Stock						5,893.1452	I By ESOP
Common Stock						383.7115	I By 401(k) Plan
Common Stock						10,015	I By Family Trust

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

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SEC 1474
(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)	\$ 34.5	02/05/2016		X	2,000	<u>(1)</u> 05/01/2016	Common Stock	2,000
Stock Options (Right to buy)	\$ 35.18					<u>(1)</u> 05/01/2017	Common Stock	1,500
Stock Options (Right to buy)	\$ 28.75					<u>(1)</u> 05/01/2018	Common Stock	400
Stock Options (Right to buy)	\$ 22.25					<u>(1)</u> 04/01/2019	Common Stock	700
Stock Options (Right to buy)	\$ 33.1					<u>(1)</u> 04/01/2020	Common Stock	700
Stock Options (Right to buy)	\$ 38					<u>(1)</u> 04/01/2021	Common Stock	700
Stock Options	\$ 38.18					<u>(1)</u> 04/02/2022	Common Stock	1,100

