

Situ Min  
Form 4  
July 23, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Situ Min

(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)

12/31/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Principal Accounting Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/31/2017                              |                                                             | J <sup>(1)</sup>                     | 157.8242 A \$ 0                                                         | 2,298.1881                                                                                                         | I                                                                    | By ESOP                                                           |
| Common<br>Stock                       | 02/09/2018                              |                                                             | J <sup>(2)</sup>                     | 9.5874 A \$ 0                                                           | 2,307.7755                                                                                                         | I                                                                    | By ESOP                                                           |
| Common<br>Stock                       | 05/11/2018                              |                                                             | J <sup>(2)</sup>                     | 9.3996 A \$ 0                                                           | 2,317.1751                                                                                                         | I                                                                    | By ESOP                                                           |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 649                                                                                                                | D                                                                    |                                                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Price<br>Derivative<br>Security<br>(Instr. 5) |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                            | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 45.88                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | (3)                                                                 | 04/01/2024         | Common<br>Stock                                  | 100                                    |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 49.65                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | (4)                                                                 | 03/01/2026         | Common<br>Stock                                  | 0                                      |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 69.6                                                            |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | (4)                                                                 | 03/01/2027         | Common<br>Stock                                  | 140                                    |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 67.15                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | (4)                                                                 | 03/01/2028         | Common<br>Stock                                  | 160                                    |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships                    |
|------------------------------------------------------------------|----------------------------------|
|                                                                  | Director 10% Owner Officer Other |
| Situ Min<br>504 REDWOOD BOULEVARD, SUITE 100<br>NOVATO, CA 94947 | Principal Accounting Officer     |

## Signatures

Nancy R. Boatright,  
Attorney-in-Fact

07/23/2018

\_\_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 2017 ESOP allocation reflected in reporting owner's account as of 12/31/2017.
- (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.