

Kennedy Kevin R
Form 4
January 09, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kennedy Kevin R

(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)
01/08/2019

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)

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⁾		4,297	A \$ 0	8,594 I By Trust
Common Stock	01/08/2019		J ⁽²⁾		196	A \$ 41.35	8,790 I By Trust
Common Stock	11/27/2018		J ⁽³⁾		5,040	A \$ 0	10,080 I By Roth IRA
Common Stock	11/27/2018		J ⁽⁴⁾		50	A \$ 0	100 I By SIMPLE IRA

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. Pri
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 41.35					01/02/2019	01/02/2029	Common Stock	988 <u>(5)</u>	
Stock Options (Right to Buy)	\$ 40.7 <u>(6)</u>					07/02/2018	07/02/2028	Common Stock	958	
Stock Options (Right to Buy)	\$ 33.9 <u>(7)</u>					01/02/2018	01/02/2028	Common Stock	1,272	
Stock Options (Right to buy)	\$ 31.225 <u>(8)</u>					07/03/2017	07/03/2027	Common Stock	1,474	
Stock Options (Right to buy)	\$ 34.6 <u>(9)</u>					01/03/2017	01/03/2027	Common Stock	1,188	
Stock Options (Right to buy)	\$ 23.765 <u>(10)</u>					<u>(11)</u>	07/01/2026	Common Stock	1,714	
Stock	\$ 25.135					<u>(13)</u>	05/14/2022	Common	6,000	

Options ⁽¹²⁾
(Right to
buy)

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kennedy Kevin R 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947	X

Signatures

Nancy R. Boatright,
Attorney-in-Fact

01/09/2019

 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 4,297 additional shares of common stock.
- (2) Shares received in payment of Director fee
- (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 5,040 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 50 additional shares of common stock.
- (5) Option issued in payment of Director fee
- (6) This option was previously reported as covering 479 shares at an exercise price of \$81.40 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (7) This option was previously reported as covering 636 shares at an exercise price of \$67.80 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (8) This option was previously reported as covering 737 shares at an exercise price of \$62.45 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (9) This option was previously reported as covering 594 shares at an exercise price of \$69.20 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (10) This option was previously reported as covering 857 shares at an exercise price of \$47.53 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (11) Exercisable 33% per year beginning on first anniversary date of grant
- (12) This option was previously reported as covering 3,000 shares at an exercise price of \$50.27 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (13) Exercisable 20% 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.

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