

Gotelli Robert
Form 3
March 04, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Gotelli Robert | | (Month/Day/Year) | Bank of Marin Bancorp [BMRC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 504 REDWOOD BOULEVARD, | | | (Check all applicable) | |
| SUITE 100 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Executive Vice President | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |
| NOVATO,Â 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) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 9,426 | D | Â |
| Common Stock | 11,916.0006 | I | By ESOP |

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) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Stock Options (Right to buy) | Â (1) | 04/01/2019 | Common Stock | 3,100 | \$ 11.125 | D | Â |
| Stock Options (Right to buy) | Â (1) | 04/01/2020 | Common Stock | 1,400 | \$ 16.55 | D | Â |
| Stock Options (Right to buy) | Â (1) | 04/01/2021 | Common Stock | 1,400 | \$ 19 | D | Â |
| Stock Options (Right to buy) | Â (1) | 04/02/2022 | Common Stock | 2,200 | \$ 19.09 | D | Â |
| Stock Options (Right to buy) | Â (1) | 04/01/2023 | Common Stock | 1,400 | \$ 19.675 | D | Â |
| Stock Options (Right to Buy) | Â (1) | 04/01/2024 | Common Stock | 1,300 | \$ 22.94 | D | Â |
| Stock Options (Right to buy) | Â (1) | 03/02/2025 | Common Stock | 2,200 | \$ 25.375 | D | Â |
| Stock Options (Right to buy) | Â (2) | 03/01/2026 | Common Stock | 2,400 | \$ 24.825 | D | Â |
| Stock Options (Right to buy) | Â (2) | 03/01/2027 | Common Stock | 1,560 | \$ 34.8 | D | Â |
| Stock Options (Right to buy) | Â (2) | 03/01/2028 | Common Stock | 1,740 | \$ 33.575 | D | Â |
| Stock Options (Right to buy) | Â (3) | 03/01/2028 | Common Stock | 980 | \$ 33.575 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gotelli Robert 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947 | Â | Â | Â Executive Vice President | Â |

Signatures

Nancy R. Boatright,
Attorney-in-Fact

03/04/2019

**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).

- (1) Exercisable 20% per year beginning on first anniversary date of grant
- (2) Exercisable 33% per year beginning on first anniversary date of grant
- (3) Exercisable 33% immediately, then 33% per year 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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