

Bank of Marin Bancorp  
Form 8-K  
May 20, 2011

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 17, 2011

Bank of Marin Bancorp  
(Exact name of Registrant as specified in its charter)

California  
(State or other jurisdiction of  
incorporation)

001-33572  
(File number)

20-8859754  
(I.R.S. Employer Identification No.)

504 Redwood Blvd., Suite 100, Novato, CA  
(Address of principal executive office)

94947  
(Zip Code)

Registrant's telephone number, including area code: (415) 763-4520

Not Applicable  
(Former name or former address, if changes since last report)

Check the appropriate box below if the Form 8-K filing is to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 – Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Stockholders held May 17, 2011, the following matters were submitted to a vote of security holders with the indicated number of votes being cast for, against or withheld, and with the indicated number of abstentions:

1. To re-elect eleven members of the Board of Directors to serve until the next Annual Meeting of Shareholders or until their successors are duly elected and qualified.

|                          | For       | Number of Votes<br>Withheld | Non-Vote |
|--------------------------|-----------|-----------------------------|----------|
| Russell A. Colombo       | 2,888,854 | 703,129                     | 931,904  |
| Thomas M. Foster         | 3,567,374 | 24,609                      | 931,904  |
| Robert Heller            | 3,479,884 | 112,099                     | 931,904  |
| Norma J. Howard          | 3,567,804 | 24,179                      | 931,904  |
| Stuart D. Lum            | 3,536,082 | 55,901                      | 931,904  |
| Joseph D. Martino        | 3,494,248 | 97,735                      | 931,904  |
| William H. McDevitt, Jr. | 3,551,196 | 40,787                      | 931,904  |
| Joel Sklar, MD           | 3,258,993 | 332,990                     | 931,904  |
| Brian M. Sobel           | 3,568,174 | 23,809                      | 931,904  |
| J. Dietrich Stroeh       | 3,567,414 | 24,569                      | 931,904  |
| Jan I. Yanehiro          | 3,357,045 | 234,938                     | 931,904  |

2. To approve the advisory vote on executive compensation.

| For       | Against | Abstain | Non-Vote |
|-----------|---------|---------|----------|
| 3,291,346 | 74,931  | 225,705 | 931,904  |

3. To approve the advisory vote on the frequency of holding the advisory vote on executive compensation.

| 1 Year    | 2 Years | 3 Years   | Abstain | Non-vote |
|-----------|---------|-----------|---------|----------|
| 1,738,167 | 90,454  | 1,696,021 | 44,330  | 954,914  |

4. To ratify the selection of Moss Adams LLP, independent auditors, to perform audit services for the year 2011.

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| For       | Against | Abstain | Non-Vote |
|-----------|---------|---------|----------|
| 4,402,871 | 10,287  | 10,728  | 100,000  |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 17, 2011

BANK OF MARIN BANCORP

by: /s/ Christina J. Cook  
Christina J. Cook  
Executive Vice President and Chief Financial Officer

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