

Bank of Marin Bancorp  
Form 4  
February 11, 2014

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Colombo Russell A

(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)

02/11/2014

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)

President and CEO

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<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<br>Acquired (A) or<br>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                       | 02/11/2014                              |                                                             | G                                    | 1,200 D \$ 0                                                               | 14,874.1398                                                                                                        | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 5,919.4976                                                                                                         | I                                                                    | By ESOP                                                           |

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

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SEC 1474  
(9-02)

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**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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>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>of<br>Derivative<br>Security<br>(Instr. 3) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                  | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 33.3333                                                            |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <u>(1)</u>                                                          | 04/01/2015         | Common<br>Stock                                        | 6,615                               |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 34.5                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <u>(2)</u>                                                          | 05/01/2016         | Common<br>Stock                                        | 7,500                               |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 33.2                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <u>(2)</u>                                                          | 07/13/2016         | Common<br>Stock                                        | 10,000                              |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 35.18                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <u>(2)</u>                                                          | 05/01/2017         | Common<br>Stock                                        | 6,000                               |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 28.75                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <u>(2)</u>                                                          | 05/01/2018         | Common<br>Stock                                        | 5,800                               |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 22.25                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <u>(2)</u>                                                          | 04/01/2019         | Common<br>Stock                                        | 5,098                               |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 33.1                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <u>(2)</u>                                                          | 04/01/2020         | Common<br>Stock                                        | 4,500                               |
| Stock<br>Options<br>(Right to                       | \$ 38                                                                 |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <u>(2)</u>                                                          | 04/01/2021         | Common<br>Stock                                        | 4,300                               |

buy)

Stock

Options  
(Right to

\$ 38.18

(2)

04/02/2022

Common  
Stock

6,900

buy)

Stock

Options  
(Right to

\$ 39.35

(2)

04/01/2023

Common  
Stock

4,100

buy)

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |                   |       |
|---------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                           | Director      | 10% Owner | Officer           | Other |
| Colombo Russell A<br>504 REDWOOD BOULEVARD, SUITE 100<br>NOVATO, CA 94947 | X             |           | President and CEO |       |

## Signatures

Nancy Rinaldi Boatright,  
Attorney-in-Fact

02/11/2014

\*\*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) Exercisable 20% per year beginning on date of grant

(2) 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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