

Burke James T
 Form 4
 July 23, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Burke James T

 (Last) (First) (Middle)
 504 REDWOOD BOULEVARD,
 STE 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
 Officer (give title below) ___ Other (specify below)
 Executive Vice President
 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2017		J ⁽¹⁾		230.003	A	\$ 0	1,394.1473	I	By ESOP
Common Stock	02/09/2018		J ⁽²⁾		5.816	A	\$ 0	1,399.9633	I	By ESOP
Common Stock	05/11/2018		J ⁽²⁾		5.7021	A	\$ 0	1,405.6654	I	By ESOP
Common Stock								7,107	D	

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. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 40.1					<u>(3)</u>	03/18/2023	Common Stock	5,500
Stock Options (Right to Buy)	\$ 45.88					<u>(3)</u>	04/01/2024	Common Stock	650
Stock Options (Right to buy)	\$ 50.75					<u>(3)</u>	03/02/2025	Common Stock	1,420
Stock Options (Right to buy)	\$ 49.65					<u>(4)</u>	03/01/2026	Common Stock	1,540
Stock Options (Right to buy)	\$ 69.6					<u>(4)</u>	03/01/2027	Common Stock	1,660
Stock Options (Right to buy)	\$ 67.15					<u>(4)</u>	03/01/2028	Common Stock	1,850
Stock	\$ 67.15					<u>(5)</u>	03/01/2028	Common	820

Options
(Right to
buy)

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burke James T 504 REDWOOD BOULEVARD, STE 100 NOVATO, CA 94947			Executive Vice President	

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
- (5) 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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