

Bank of Marin Bancorp  
 Form 4  
 July 12, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Coonan Kevin

(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)

07/11/2013

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/11/2013		X		660	A	\$ 38	9,463.5004	D	
Common Stock	07/11/2013		X		530	A	\$ 38.18	9,993.5004	D	
Common Stock	07/11/2013		S <sup>(1)</sup>		602	D	\$ 42	9,391.5004	D	
Common Stock	07/11/2013		S <sup>(1)</sup>		481	D	\$ 42.2001	8,910.5004	D	
Common Stock								3,767.1246	I	By ESOP

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

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(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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 38	07/11/2013		X	660	(2) 04/01/2021	04/01/2021	Common Stock	660
Stock Options (Right to buy)	\$ 38.18	07/11/2013		X	530	(2) 04/02/2022	04/02/2022	Common Stock	530
Stock Options (Right to buy)	\$ 39.35					(2) 04/01/2023	04/01/2023	Common Stock	1,600
Stock Options (Right to buy)	\$ 33.1					(2) 04/01/2020	04/01/2020	Common Stock	700
Stock Options (Right to buy)	\$ 22.25					(2) 04/01/2019	04/01/2019	Common Stock	800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Coonan Kevin  
504 REDWOOD BOULEVARD, SUITE 100  
NOVATO, CA 94947

Executive  
Vice  
President

## Signatures

Nancy Rinaldi Boatright,  
Attorney-in-Fact

07/12/2013

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) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 29, 2013.

(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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