

Girton Tani  
Form 5  
February 04, 2019

**FORM 5**

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

OMB APPROVAL  
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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Girton Tani

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2018

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 Reporting

(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)	(A) or (D)	Amount or Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/27/2018	Â	J4 <sup>(1)</sup>	9,868	A	\$ 0	19,736	D	Â
Common Stock	08/10/2018	Â	J4 <sup>(2)</sup>	4.6282	A	\$ 0	1,259.7696	I	By ESOP
Common Stock	11/08/2018	Â	J4 <sup>(2)</sup>	5.1124	A	\$ 0	1,264.882	I	By ESOP
Common Stock	11/27/2018	Â	J4 <sup>(3)</sup>	1,264.8821	A	\$ 0	2,529.7641	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. Amount or Number of Shares
(Stock Options (Right to buy))	\$ 20.365	Â	Â	Â	Â Â Â (4)	08/29/2023	Common Stock	11,000
Stock Options (Right to buy)	\$ 25.375	Â	Â	Â	Â Â Â (4)	03/02/2025	Common Stock	2,880
Stock Options (Right to buy)	\$ 24.825	Â	Â	Â	Â Â Â (7)	03/01/2026	Common Stock	2,950
Stock Options (Right to buy)	\$ 34.8	Â	Â	Â	Â Â Â (7)	03/01/2027	Common Stock	2,050
Stock Options (Right to buy)	\$ 33.575	Â	Â	Â	Â Â Â (10)	03/01/2028	Common Stock	1,020
Stock Options (Right to buy)	\$ 33.575	Â	Â	Â	Â Â Â (7)	03/01/2028	Common Stock	2,280

