

Bank of Marin Bancorp
 Form 5
 January 22, 2009

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 *
Besselièvre Michael
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Bank of Marin Bancorp [BMRC]
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

**504 REDWOOD BOULEVARD,
 SUITE 100**
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

NOVATO, CA 94947
 (City) (State) (Zip)

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 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)
				(A) or (D)	Amount or Price		
Common Stock	12/31/2008 ⁽¹⁾	Â	J ⁽¹⁾	12.7758 A	\$ 0 146.9852	I	By ESOP
Common Stock	12/31/2008 ⁽²⁾	Â	J ⁽²⁾	465.6633 A	\$ 0 612.6485	I	By ESOP
Common Stock	Â	Â	Â	Â	Â 878.5673	D	Â

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

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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 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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to buy)	\$ 32.34	^	^	^	^ ^	05/22/2006 ⁽³⁾ 05/22/2016	Common Stock 10,000
Stock Options (Right to buy)	\$ 35.18	^	^	^	^ ^	05/01/2008 ⁽⁴⁾ 05/01/2017	Common Stock 3,000
Stock Options (Right to buy)	\$ 28.75	^	^	^	^ ^	05/01/2009 ⁽⁴⁾ 05/01/2018	Common Stock 2,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Besselièvre Michael 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947	^	^	^ Executive Vice President	^

Signatures

Megan Carter,
Attorney-in-Fact 01/22/2009

**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).

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- (1) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
- (2) Reflects ESOP allocations that have occurred since 1/1/2008.
- (3) Exercisable 20% per year beginning on date of grant
- (4) 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 provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.