

McDevitt Jr William H  
Form 4  
January 09, 2019

**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 \*  
McDevitt Jr William H

2. Issuer Name and Ticker or Trading Symbol  
Bank of Marin Bancorp [BMRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

504 REDWOOD BOULEVARD,  
SUITE 100

3. Date of Earliest Transaction  
(Month/Day/Year)

01/08/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NOVATO, CA 94947

(City) (State) (Zip)

**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	11/27/2018		J <sup>(1)</sup>		3,150	A	\$ 0	6,300	I	By IRA
Common Stock	11/27/2018		J <sup>(2)</sup>		10,133	A	\$ 0	20,266	D	
Common Stock	01/08/2019		J <sup>(3)</sup>		392	A	\$ 41.35	20,658	D	

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

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(9-02)

number.

**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)
Stock Options (Right to buy)	\$ 23.765 <sup>(4)</sup>					<sup>(5)</sup> 07/01/2026	Common Stock	3,430
Stock Options (Right to buy)	\$ 34.6 <sup>(6)</sup>					01/03/2017 01/03/2027	Common Stock	2,378
Stock Options (Right to buy)	\$ 31.225 <sup>(7)</sup>					07/03/2017 07/03/2027	Common Stock	2,950
Stock Options (Right to Buy)	\$ 33.9 <sup>(8)</sup>					01/02/2018 01/02/2028	Common Stock	2,546

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

McDevitt Jr William H  
504 REDWOOD BOULEVARD, SUITE 100    X  
NOVATO, CA 94947

## Signatures

Nancy R. Boatright,  
Attorney-in-Fact

01/09/2019

\_\_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) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 3,150 additional shares of common stock.
- (2) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 10,133 additional shares of common stock.
- (3) Shares received in payment of Director fee
- (4) This option was previously reported as covering 1,715 shares at an exercise price of \$47.53 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (5) Exercisable 33% per year beginning on first anniversary date of grant
- (6) This option was previously reported as covering 1,189 shares at an exercise price of \$69.20 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (7) This option was previously reported as covering 1,475 shares at an exercise price of \$62.45 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (8) This option was previously reported as covering 1,273 shares at an exercise price of \$67.80 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.

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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