

Situ Min
Form 5
January 31, 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 *
Situ Min

(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. 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)
Principal Accounting Officer

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)	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 Price			
Common Stock	11/27/2018	Â	J4 ⁽¹⁾	649 A \$ 0	1,298	D	Â
Common Stock	08/10/2018	Â	J4 ⁽²⁾	8.5443 A \$ 0	2,325.7194	I	By ESOP
Common Stock	11/08/2018	Â	J4 ⁽²⁾	9.4381 A \$ 0	2,335.1575	I	By ESOP
Common Stock	11/27/2018	Â	J4 ⁽³⁾	2,335.1574 A \$ 0	4,670.3149	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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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. F
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 22.94	Â	Â	Â	Â Â Â (4)	04/01/2024	Common Stock	100
Stock Options (Right to buy)	\$ 24.825	Â	Â	Â	Â Â Â (6)	03/01/2026	Common Stock	0
Stock Options (Right to buy)	\$ 34.8	Â	Â	Â	Â Â Â (6)	03/01/2027	Common Stock	140
Stock Options (Right to buy)	\$ 33.575	Â	Â	Â	Â Â Â (6)	03/01/2028	Common Stock	160

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Situ Min 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947	Â	Â	Â Principal Accounting Officer	Â

Signatures

Nancy R. Boatright,
Attorney-in-Fact

01/31/2019

__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 649 additional shares of common stock.
- (2) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
- (3) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 2335.1574 additional shares of common stock.
- (4) Exercisable 20% per year beginning on first anniversary date of grant
- (5) This option was previously reported as covering 20 shares at an exercise price of \$45.88 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (6) Exercisable 33% per year beginning on first anniversary date of grant
- (7) This option was previously reported as covering 67 shares at an exercise price of \$49.65 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (8) This option was previously reported as covering 140 shares at an exercise price of \$69.60 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (9) This option was previously reported as covering 160 shares at an exercise price of \$67.15 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 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.