

Myers Timothy D
Form 4
March 25, 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 *
Myers Timothy D

(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. Date of Earliest Transaction
(Month/Day/Year)
03/21/2019

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	03/21/2019		D	805 D \$ 0	15,047	D	
Common Stock	03/21/2019		F	472 D \$ 40.83	14,575	D	
Common Stock					9,766.7964	I	By ESOP

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

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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 of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 16.55					(1) 04/01/2020	Common Stock	600	
Stock Options (Right to buy)	\$ 19					(1) 04/01/2021	Common Stock	550	
Stock Options (Right to buy)	\$ 19.09					(1) 04/02/2022	Common Stock	1,000	
Stock Options (Right to buy)	\$ 19.675					(1) 04/01/2023	Common Stock	600	
Stock Options (Right to Buy)	\$ 22.94					(1) 04/01/2024	Common Stock	1,300	
Stock Options (Right to buy)	\$ 25.375					(1) 03/02/2025	Common Stock	2,980	
Stock Options (Right to buy)	\$ 24.825					(2) 03/01/2026	Common Stock	5,380	

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Stock Options (Right to buy)	\$ 34.8	<u>(2)</u>	03/01/2027	Common Stock	3,720
Stock Options (Right to buy)	\$ 33.575	<u>(2)</u>	03/01/2028	Common Stock	4,140
Stock Options (Right to buy)	\$ 33.575	<u>(3)</u>	03/01/2028	Common Stock	2,000
Stock Options (Right to Buy)	\$ 44.45	<u>(2)</u>	03/01/2029	Common Stock	3,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Myers Timothy D
504 REDWOOD BOULEVARD, STE 100
NOVATO, CA 94947

Executive Vice President

Signatures

Nancy R. Boatright,
Attorney-in-Fact

03/25/2019

 **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) Exercisable 20% per year beginning on first anniversary date of grant
- (2) Exercisable 33% per year beginning on first anniversary date of grant
- (3) Exercisable 33% immediately, then 33% per year 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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