Bank of Marin Bancorp
Form 5
January 22, 2009

FORM 5

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).
Form 3 Holdings Reported
Form 4 Transactions Reported

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

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 *
Boatright Nancy R

(Last) (First) (Middle)

504 REDWOOD BOULEVARD, SUITE 100

(Street)

NOVATO, Â CAÂ 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)
12/31/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Corporate Secretary

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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)
				Amount	(A) or (D)	Price			
Common Stock	12/31/2008 (1)	Â	J (1)	39.7274	A	$ 0	1,435.606	I	By ESOP
Common Stock	12/31/2008 (2)	Â	J (2)	244.4115	A	$ 0	1,680.0175	I	By ESOP
Common Stock	Â	Â	Â	Â	Â	Â	300	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)	$ 25.3848	Â	Â	Â	Â	Â	04/01/2004 (3)	04/01/2014	Common Stock	265
Stock Options (Right to buy)	$ 33.3333	Â	Â	Â	Â	Â	04/01/2005 (3)	04/01/2015	Common Stock	1,654
Stock Options (Right to buy)	$ 34.5	Â	Â	Â	Â	Â	05/01/2007 (4)	05/01/2016	Common Stock	1,000
Stock Options (Right to buy)	$ 35.18	Â	Â	Â	Â	Â	05/01/2008 (4)	05/01/2017	Common Stock	1,500
Stock Options (Right to buy)	$ 28.75	Â	Â	Â	Â	Â	05/01/2009 (4)	05/01/2018	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boatright Nancy R 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, Â CAÂ 94947	Â	Â	Â Corporate Secretary	Â

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).
- **(1)** Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
- **(2)** Reflects ESOP allocations that have occured 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.
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