

Pelham Peter
Form 4
December 21, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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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 *
Pelham Peter

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

05/14/2010

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/14/2010		J ⁽¹⁾	V	29.3211	A	\$ 0	6,732.1245	I	By ESOP
Common Stock	08/13/2010		J ⁽¹⁾	V	30.4665	A	\$ 0	6,762.591	I	By ESOP
Common Stock	11/12/2010		J ⁽¹⁾	V	31.3099	A	\$ 0	6,793.9009	I	By ESOP
Common Stock	05/14/2010		J ⁽¹⁾	V	6.2959	A	\$ 0	1,444.5397	I	By 401(k) Plan
Common Stock	08/13/2010		J ⁽¹⁾	V	6.4807	A	\$ 0	1,451.0204	I	By 401(k) Plan

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Common Stock	11/12/2010	J ⁽¹⁾	V	6.6878	A	\$ 0	1,457.7082	I	By 401(k) Plan
Common Stock							2,928.858	D	

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. 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)	\$ 33.1					<u>(2)</u> 04/01/2020	Common Stock	1,750	
Stock Options (Right to buy)	\$ 22.25					<u>(2)</u> 04/01/2019	Common Stock	4,000	
Stock Options (Right to buy)	\$ 28.75					<u>(2)</u> 05/01/2018	Common Stock	2,300	
Stock Options (Right to buy)	\$ 35.18					<u>(2)</u> 05/01/2017	Common Stock	4,000	
Stock Options (Right to buy)	\$ 34.5					<u>(2)</u> 05/01/2016	Common Stock	5,000	

