

Bank of Marin Bancorp
Form 4
April 10, 2017

FORM 4

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

OMB APPROVAL

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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
Situ Min

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Bank of Marin Bancorp [BMRC]

(Check all applicable)

(Last) (First) (Middle)

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

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

504 REDWOOD BOULEVARD, SUITE 100

04/06/2017

Principal Accounting Officer

(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 or Price		
Common Stock	04/06/2017		M		42 A \$ 38.18	526	D
Common Stock	04/06/2017		M		120 A \$ 50.75	646	D
Common Stock	04/06/2017		M		60 A \$ 45.88	706	D
Common Stock	04/06/2017		F		154 D \$ 67	552	D
Common Stock						1,919.558	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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(9-02)

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)	\$ 38.18	04/06/2017		M	42	<u>(1)</u> 04/02/2022	Common Stock 42	\$
Stock Options (Right to Buy)	\$ 45.88	04/06/2017		M	60	<u>(1)</u> 04/01/2024	Common Stock 60	\$
Stock Options (Right to buy)	\$ 50.75	04/06/2017		M	120	<u>(2)</u> 03/02/2025	Common Stock 120	\$
Stock Options (Right to buy)	\$ 69.6					<u>(2)</u> 03/01/2027	Common Stock 140	
Stock Options (Right to buy)	\$ 49.65					<u>(2)</u> 03/01/2026	Common Stock 200	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Situ Min
504 REDWOOD BOULEVARD, SUITE 100
NOVATO, CA 94947

Principal Accounting Officer

Signatures

Nancy R. Boatright,
Attorney-in-Fact

04/10/2017

__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

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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