

Bank of Marin Bancorp
 Form 4
 April 04, 2014

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 *
 Reizman Elizabeth

(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)
 04/01/2014

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)
 Executive Vice President

6. Individual or Joint/Group Filing(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 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	(A) or (D)	Price
Common Stock	04/01/2014		A		450	A	\$ 0
Common Stock					10,015	I	By Family Trust
Common Stock					7,202.7434	I	By ESOP
Common Stock					370.7983	I	By 401(k) Plan

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 (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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 45.88	04/01/2014		A	1,550	<u>(1)</u> 04/01/2024	Common Stock	1,550
Stock Options (Right to buy)	\$ 39.35					<u>(1)</u> 04/01/2023	Common Stock	700
Stock Options (Right to buy)	\$ 38.18					<u>(1)</u> 04/02/2022	Common Stock	1,100
Stock Options (Right to buy)	\$ 38					<u>(1)</u> 04/01/2021	Common Stock	700
Stock Options (Right to buy)	\$ 33.1					<u>(1)</u> 04/01/2020	Common Stock	700
Stock Options (Right to buy)	\$ 22.25					<u>(1)</u> 04/01/2019	Common Stock	700
Stock Options (Right to buy)	\$ 28.75					<u>(1)</u> 05/01/2018	Common Stock	400

