

Burke James T
 Form 5
 February 04, 2019

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

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 *
 Burke James T
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 Bank of Marin Bancorp [BMRC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

504 REDWOOD BOULEVARD,
 STE 100
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

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

6. Individual or Joint/Group Reporting
 (check applicable line)

NOVATO, CA 94947
 (City) (State) (Zip)

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)
				(A) or (D) Amount Price			
Common Stock	11/27/2018	Â	J4 ⁽¹⁾	7,107 A \$ 0	14,214	D	Â
Common Stock	08/10/2018	Â	J4 ⁽²⁾	5.1832 A \$ 0	1,410.8486	I	By ESOP
Common Stock	11/08/2018	Â	J4 ⁽²⁾	5.7256 A \$ 0	1,416.5742	I	By ESOP
Common Stock	11/27/2018	Â	J4 ⁽³⁾	1,416.5742 A \$ 0	2,833.1484	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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 20.05	Â	Â	Â	Â Â Â (4)	03/18/2023	Common Stock	11,000
Stock Options (Right to Buy)	\$ 22.94	Â	Â	Â	Â Â Â (4)	04/01/2024	Common Stock	1,300
Stock Options (Right to buy)	\$ 25.375	Â	Â	Â	Â Â Â (4)	03/02/2025	Common Stock	1,420
Stock Options (Right to buy)	\$ 24.825	Â	Â	Â	Â Â Â (8)	03/01/2026	Common Stock	1,540
Stock Options (Right to buy)	\$ 34.8	Â	Â	Â	Â Â Â (8)	03/01/2027	Common Stock	1,660
Stock Options (Right to buy)	\$ 33.575	Â	Â	Â	Â Â Â (8)	03/01/2028	Common Stock	1,850
Stock Options (Right to buy)	\$ 33.575	Â	Â	Â	Â Â Â (12)	03/01/2028	Common Stock	820

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burke James T 504 REDWOOD BOULEVARD, STE 100 NOVATO, CA 94947	Â	Â	Â Executive Vice President	Â

Signatures

Nancy R. Boatright, 02/04/2019
Attorney-in-Fact

__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) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 7,107 additional shares of common stock.
- (2) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
- (3) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 1,416.5742 additional shares of common stock.
- (4) Exercisable 20% per year beginning on first anniversary date of grant
- (5) This option was previously reported as covering 5,500 shares at an exercise price of \$40.10 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (6) This option was previously reported as covering 650 shares at an exercise price of \$45.88 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (7) This option was previously reported as covering 1,420 shares at an exercise price of \$50.75 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (8) Exercisable 33% per year beginning on first anniversary date of grant
- (9) This option was previously reported as covering 1,540 shares at an exercise price of \$49.65 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (10) This option was previously reported as covering 1,660 shares at an exercise price of \$69.60 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (11) This option was previously reported as covering 1,850 shares at an exercise price of \$67.15 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (12) Exercisable 33% immediately, then 33% per year on first anniversary date of grant.
- (13) This option was previously reported as covering 820 shares at an exercise price of \$67.15 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.