Colombo Russell A Form 4 March 09, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Colombo Russell A			2. Issuer Name and Ticker or Trading Symbol Bank of Marin Bancorp [BMRC]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 504 REDWOOD BOULEVARD,			3. Date of Earliest Transaction (Month/Day/Year) 03/09/2011					(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify			
SUITE 100	03/09/2011					below) below) President and CEO					
	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
NOVATO, CA 94947								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Day (Month/Day/Year) Execution any		3. Transaction Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/09/2011			X	500	A	\$ 22.25	6,703.1398	D		
Common Stock								3,698.3566	I	By ESOP	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	tionof Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 22.25	03/09/2011		X		500	<u>(1)</u>	04/01/2019	Common Stock	500	\$ 2
Stock Options (Right to buy)	\$ 33.1						<u>(1)</u>	04/01/2020	Common Stock	4,500	
Stock Options (Right to buy)	\$ 28.75						<u>(1)</u>	05/01/2018	Common Stock	5,800	
Stock Options (Right to buy)	\$ 35.18						<u>(1)</u>	05/01/2017	Common Stock	6,000	
Stock Options (Right to buy)	\$ 33.2						<u>(1)</u>	07/13/2016	Common Stock	10,000	
Stock Options (Right to buy)	\$ 34.5						<u>(1)</u>	05/01/2016	Common Stock	7,500	
Stock Options (Right to buy)	\$ 33.3333						(2)	04/01/2015	Common Stock	6,615	
Stock Options (Right to buy)	\$ 26.0923						(2)	03/23/2014	Common Stock	24,807	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Colombo Russell A

504 REDWOOD BOULEVARD, SUITE 100 X President and CEO

NOVATO, CA 94947

Signatures

Megan Garner, Attorney-in-Fact 03/09/2011

**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 20% per year beginning on 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. 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.

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