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subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average burden hours per	287								
FORM 4 OMB APPROVAL LINITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number: Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES	287 31,								
Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB Number: 3235-02	31,								
Check this box if no longer subject to Section 16. SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES SECURITIES Expires: 20 Estimated average burden hours per									
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Form 5 obligations may continue. See Instruction 1(b). 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 [*] 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Colombo Russell A Symbol Issuer Bank of Marin Bancorp [BMRC] Colombo Russell A 5. Relationship of Reporting Person(s) to	· · · ·								
(Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable)									
Solution Solution Solution Solution Solution Solution Solution (Month/Day/Year) X_ Director 10% Owner SUITE 100 02/10/2011 X_ Officer (give title below) Other (specify below) President and CEO	XOfficer (give titleOther (specify below)								
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person	Applicable Line)								
NOVATO, CA 94947 Form filed by More than One Reporting Person									
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
Security (Month/Day/Year) Execution Date, if any Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficially (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4)	Beneficial Ownership								
(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price									
Common Stock 02/10/2011 J ⁽¹⁾ V 557.7038 A \$ 0 4,256.0604 I By ESC	P								
Common Stock 02/11/2011 J ⁽²⁾ V 19.218 A \$ 0 4,275.2784 I By ESC	P								
Common 6,703.1398 D Stock									

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

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number.

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. Transactio Code (Instr. 8)	of Der Sec (A) Disj of ((Ins	ivativo urities Juired or posed			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. 1
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 33.1						<u>(3)</u>	04/01/2020	Common Stock	4,500	
Stock Options (Right to buy)	\$ 22.25						(3)	04/01/2019	Common Stock	9,500	
Stock Options (Right to buy)	\$ 28.75						(3)	05/01/2018	Common Stock	5,800	
Stock Options (Right to buy)	\$ 35.18						(3)	05/01/2017	Common Stock	6,000	
Stock Options (Right to buy)	\$ 33.2						<u>(3)</u>	07/13/2016	Common Stock	10,000	
Stock Options (Right to buy)	\$ 34.5						<u>(3)</u>	05/01/2016	Common Stock	7,500	
Stock Options (Right to buy)	\$ 33.3333						<u>(4)</u>	04/01/2015	Common Stock	6,615	
	\$ 26.0923						(4)	03/23/2014		24,807	

Stock Options (Right to buy)

C 5 N

S

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Colombo Russell A 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947	Х		President and CEO					
Signatures								
Megan Garner,								

Date

Megan Garner, 03/21/2011 Attorney-in-Fact

**Signature of Reporting Person

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) Reflects ESOP allocations that have occured since 1/1/2011.
- (2) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
- (3) Exercisable 20% per year beginning on first anniversary date of grant
- (4) 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.

Common

Stock