Coonan Kevin Form 4 July 01, 2011

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Form 5 BENEFICIAL OWNERSHIP OF Expires: January 31, 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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(b).

(Print or Type Responses)

Coonan Kevin			2. Issuer Name and Ticker or Trading Symbol Bank of Marin Bancorp [BMRC]						S. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 504 REDWOOD BOULEVARD, SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 06/30/2011						Director 10% Owner Selow) Executive Vice President			
NOVATO		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 _Form filed by More than One Reporting				
NOVATO,									Person		,	
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative Se	curiti	es Acqu	iired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		3. Transac Code (Instr. 8		4. Securitie n(A) or Disp (Instr. 3, 4 a	osed c		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	06/30/2011			Code J <u>(1)</u>	V	Amount 13.4554	(D)	Price \$ 33.6	(Instr. 3 and 4) 3,315.1414	D		
Common Stock									2,652.4514	I	By ESOP	

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

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SEC 1474

(9-02)

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

8. Price Deriva Securit (Instr.

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)	5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/	Date Exercisable and piration Date onth/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 38					(2)	04/01/2021	Common Stock	1,650	
Stock Options (Right to buy)	\$ 33.1					(2)	04/01/2020	Common Stock	1,750	
Stock Options (Right to buy)	\$ 22.25					(2)	04/01/2019	Common Stock	4,000	
Stock Options (Right to buy)	\$ 28.75					<u>(2)</u>	05/01/2018	Common Stock	2,300	
Stock Options (Right to buy)	\$ 35.18					<u>(2)</u>	05/01/2017	Common Stock	4,000	
Stock Options (Right to buy)	\$ 32.2381					<u>(3)</u>	12/13/2015	Common Stock	10,500	

Reporting Owners

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

Reporting Owners 2

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Coonan Kevin 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947 Executive Vice President

Signatures

Megan Garner, Attorney-in-Fact 07/01/2011

**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) Acquisition of stock under Bank of Marin Bancorp Employee Stock Purchase Plan
- (2) Exercisable 20% per year beginning on first anniversary date of grant
- (3) 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.

Signatures 3