

Bank of Marin Bancorp
Form 4
February 05, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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)

02/05/2016

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)
Common Stock	02/05/2016		X	2,000 A	\$ 34.5 5,910	D	
Common Stock	02/05/2016		S	2,000 D	\$ 52.85 3,910	D	
Common Stock					5,893.1452	I	By ESOP
Common Stock					383.7115	I	By 401(k) Plan
Common Stock					10,015	I	By Family Trust

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

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SEC 1474
(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. I		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 34.5	02/05/2016		X		2,000		<u>(1)</u>	05/01/2016	Common Stock	2,000	\$
Stock Options (Right to buy)	\$ 35.18							<u>(1)</u>	05/01/2017	Common Stock	1,500	
Stock Options (Right to buy)	\$ 28.75							<u>(1)</u>	05/01/2018	Common Stock	400	
Stock Options (Right to buy)	\$ 22.25							<u>(1)</u>	04/01/2019	Common Stock	700	
Stock Options (Right to buy)	\$ 33.1							<u>(1)</u>	04/01/2020	Common Stock	700	
Stock Options (Right to buy)	\$ 38							<u>(1)</u>	04/01/2021	Common Stock	700	
Stock Options	\$ 38.18							<u>(1)</u>	04/02/2022	Common Stock	1,100	

(Right to
buy)Stock
Options
(Right to
buy)

\$ 39.35

(1)

04/01/2023

Common
Stock

700

Stock
Options
(Right to
buy)

\$ 50.75

(2)

03/02/2025

Common
Stock

2,600

Stock
Options
(Right to
Buy)

\$ 45.88

(1)

04/01/2024

Common
Stock

1,550

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director

10% Owner

Officer

Other

Reizman Elizabeth
504 REDWOOD BOULEVARD, SUITE 100
NOVATO, CA 94947Executive
Vice
President

Signatures

Krissy Meyer,
Attorney-in-Fact

02/05/2016

**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 33% per year beginning on first anniversary 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.

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