

Colombo Russell A
Form 4
July 27, 2018

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 *
Colombo Russell A

(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)

07/27/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	07/27/2018		S	400.154	D	\$ 87.65	33,893	D
Common Stock						7,665.6122	I	By ESOP

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Price Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 22.25					<u>(1)</u>	04/01/2019	Common Stock	5,098
Stock Options (Right to buy)	\$ 33.1					<u>(1)</u>	04/01/2020	Common Stock	4,500
Stock Options (Right to buy)	\$ 38					<u>(1)</u>	04/01/2021	Common Stock	4,300
Stock Options (Right to buy)	\$ 38.18					<u>(1)</u>	04/02/2022	Common Stock	6,900
Stock Options (Right to buy)	\$ 39.35					<u>(1)</u>	04/01/2023	Common Stock	4,100
Stock Options (Right to Buy)	\$ 45.88					<u>(1)</u>	04/01/2024	Common Stock	4,200
Stock Options (Right to buy)	\$ 50.75					<u>(2)</u>	03/02/2025	Common Stock	7,170
Stock Options	\$ 49.65					<u>(2)</u>	03/01/2026	Common Stock	7,410

(Right to
buy)

Stock

Options
(Right to
buy)

\$ 69.6

(2)

03/01/2027

Common
Stock

5,180

Stock

Options
(Right to
buy)

\$ 67.15

(2)

03/01/2028

Common
Stock

5,770

Stock

Options
(Right to
buy)

\$ 67.15

(3)

03/01/2028

Common
Stock

2,710

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

Nancy R. Boatright,
Attorney-in-Fact

07/27/2018

**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

(3) Exercisable 33% immediately, then 33% per year 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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