

Myers Timothy D
Form 4
March 19, 2019

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 *
Myers Timothy D

(Last) (First) (Middle)

504 REDWOOD BOULEVARD,
STE 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)

12/31/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/31/2018		J ⁽¹⁾		353.4877	A	\$ 0
Common Stock							9,766.7964
							15,852

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)	\$ 16.55					<u>(2)</u>	04/01/2020	Common Stock	600
Stock Options (Right to buy)	\$ 19					<u>(2)</u>	04/01/2021	Common Stock	550
Stock Options (Right to buy)	\$ 19.09					<u>(2)</u>	04/02/2022	Common Stock	1,000
Stock Options (Right to buy)	\$ 19.675					<u>(2)</u>	04/01/2023	Common Stock	600
Stock Options (Right to Buy)	\$ 22.94					<u>(2)</u>	04/01/2024	Common Stock	1,300
Stock Options (Right to buy)	\$ 25.375					<u>(2)</u>	03/02/2025	Common Stock	2,980
Stock Options (Right to buy)	\$ 24.825					<u>(3)</u>	03/01/2026	Common Stock	5,380
Stock Options	\$ 34.8					<u>(3)</u>	03/01/2027	Common Stock	3,720

(Right to
buy)

Stock

Options
(Right to
buy)

\$ 33.575

(3)

03/01/2028

Common
Stock

4,140

Stock

Options
(Right to
buy)

\$ 33.575

(4)

03/01/2028

Common
Stock

2,000

Stock

Options
(Right to
Buy)

\$ 44.45

(3)

03/01/2029

Common
Stock

3,600

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director

10% Owner

Officer

Other

Myers Timothy D
504 REDWOOD BOULEVARD, STE 100
NOVATO, CA 94947

Executive Vice President

Signatures

Nancy R. Boatright,
Attorney-in-Fact

03/19/2019

**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) Represents the 2018 ESOP allocation reflected in reporting owner's account as of 12/31/2018.

(2) Exercisable 20% per year beginning on first anniversary date of grant

(3) Exercisable 33% per year beginning on first anniversary date of grant

(4) 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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