

Colombo Russell A
Form 4
February 07, 2019

FORM 4

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

OMB APPROVAL

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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

(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)

08/10/2018

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/27/2018 | | J ⁽¹⁾ | | 32,593 | A | \$ 0 |
| Common Stock | 01/02/2019 | | G | | 1,000 | D | \$ 0 |
| Common Stock | 02/05/2019 | | S | | 5,117 | D | \$ 42 |
| Common Stock | 02/05/2019 | | X | | 10,196 | A | \$ 11.125 |
| Common Stock | 08/10/2018 | | J ⁽²⁾ | | 28.2655 | A | \$ 0 |
| | | | | | | | 7,693.8777 |
| | | | | | | I | By ESOP |

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| | | | | | | | | | |
|--------------|------------|--|-------------------------|------------|---|------|-------------|---|---------|
| Common Stock | 11/08/2018 | | <u>J</u> ⁽²⁾ | 31.223 | A | \$ 0 | 7,725.1007 | I | By ESOP |
| Common Stock | 11/27/2018 | | <u>J</u> ⁽³⁾ | 7,725.1006 | A | \$ 0 | 15,450.2013 | I | By ESOP |

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

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(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. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Options (Right to buy) | \$ 11.125 | | | | | <u>(4)</u> | 04/01/2019 | Common Stock | 10,196 <u>(5)</u> |
| Stock Options (Right to buy) | \$ 16.55 | | | | | <u>(4)</u> | 04/01/2020 | Common Stock | 9,000 <u>(6)</u> |
| Stock Options (Right to buy) | \$ 19 | | | | | <u>(4)</u> | 04/01/2021 | Common Stock | 8,600 <u>(7)</u> |
| Stock Options (Right to buy) | \$ 19.09 | | | | | <u>(4)</u> | 04/02/2022 | Common Stock | 13,800 <u>(8)</u> |
| Stock Options (Right to buy) | \$ 19.675 | | | | | <u>(4)</u> | 04/01/2023 | Common Stock | 8,200 <u>(9)</u> |

| | | | | | |
|------------------------------|-----------|------|------------|--------------|----------------|
| Stock Options (Right to Buy) | \$ 22.94 | (4) | 04/01/2024 | Common Stock | 8,400 (10) |
| Stock Options (Right to buy) | \$ 25.375 | (11) | 03/02/2025 | Common Stock | 14,340 (12) |
| Stock Options (Right to buy) | \$ 24.825 | (11) | 03/01/2026 | Common Stock | 14,820 (13) |
| Stock Options (Right to buy) | \$ 34.8 | (11) | 03/01/2027 | Common Stock | 10,360 (14) |
| Stock Options (Right to buy) | \$ 33.575 | (11) | 03/01/2028 | Common Stock | 11,540 (15) |
| Stock Options (Right to buy) | \$ 33.575 | (16) | 03/01/2028 | Common Stock | 5,420 (17) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Colombo Russell A 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947 | X | | President and CEO | |

Signatures

Nancy R. Boatright,
Attorney-in-Fact

02/07/2019

**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) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 32,593 additional shares of common stock.
- (2) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
- (3)

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On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 7725.1006 additional shares of common stock.

- (4) Exercisable 20% per year beginning on date of grant
- (5) This option was previously reported as covering 5,098 shares at an exercise price of \$22.25 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (6) This option was previously reported as covering 4,500 shares at an exercise price of \$31.10 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (7) This option was previously reported as covering 4,300 shares at an exercise price of \$38.00 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (8) This option was previously reported as covering 6,900 shares at an exercise price of \$38.18 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (9) This option was previously reported as covering 4,100 shares at an exercise price of \$39.35 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (10) This option was previously reported as covering 4,200 shares at an exercise price of \$45.88 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (11) Exercisable 33% per year beginning on first anniversary date of grant
- (12) This option was previously reported as covering 7,170 shares at an exercise price of \$50.75 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (13) This option was previously reported as covering 7,410 shares at an exercise price of \$49.65 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (14) This option was previously reported as covering 5,180 shares at an exercise price of \$69.60 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (15) This option was previously reported as covering 5,770 shares at an exercise price of \$67.15 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (16) Exercisable 33% immediately, then 33% per year on first anniversary date of grant.
- (17) This option was previously reported as covering 2,710 shares at an exercise price of \$67.15 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.

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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