

HALE JAMES C III  
Form 4  
January 09, 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 \*  
HALE JAMES C III

(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)

01/07/2019

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/27/2018		J(1)	2,995	A \$ 0	5,990	D
Common Stock	01/07/2019		J(2)	199	A \$ 41.24	6,189	D

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

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(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 of Underlying Security (Instr. 3 and 4)
Stock Options (Right to Buy)	\$ 41.35					01/02/2019 01/02/2029	Common Stock	1,976 <sup>(3)</sup>
Stock Options (Right to Buy)	\$ 40.7 <sup>(4)</sup>					07/02/2018 07/02/2028	Common Stock	1,918
Stock Options (Right to Buy)	\$ 33.9 <sup>(5)</sup>					01/02/2018 01/02/2028	Common Stock	2,546
Stock Options (Right to buy)	\$ 31.225 <sup>(6)</sup>					07/03/2017 07/03/2027	Common Stock	2,950
Stock Options (Right to buy)	\$ 34.6 <sup>(7)</sup>					01/03/2017 01/03/2027	Common Stock	2,378
Stock Options (Right to buy)	\$ 23.765 <sup>(8)</sup>					<sup>(9)</sup> 07/01/2026	Common Stock	3,430

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HALE JAMES C III  
504 REDWOOD BOULEVARD, SUITE 100 X  
NOVATO, CA 94947

## Signatures

Nancy R. Boatright, 01/09/2019  
Attorney-in-Fact

  \*\*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 2,995 additional shares of common stock.
- (2) Purchase pursuant to the shareholder approved Bank of Marin Bancorp 2010 Director Stock Plan. Per the terms of the plan, the purchase price is the fair market value of the Company's stock on the ending date of the Offering Period, December 31, 2018.
- (3) Option issued in payment of Director fee
- (4) This option was previously reported as covering 959 shares at an exercise price of \$81.40 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (5) This option was previously reported as covering 1,273 shares at an exercise price of \$67.80 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (6) This option was previously reported as covering 1,475 shares at an exercise price of \$62.45 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (7) This option was previously reported as covering 1,189 shares at an exercise price of \$69.20 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (8) This option was previously reported as covering 1,715 shares at an exercise price of \$47.53 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (9) 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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