

Cook Christina J
Form 4
June 13, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cook Christina J

(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)

06/12/2012

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)

Executive Vice President

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)
				(A) or (D)	Price		
Common Stock	06/12/2012		X	A	\$ 22.25	3,875	D
Common Stock	06/12/2012		X	A	\$ 28.75	4,335	D
Common Stock	06/12/2012		S ⁽¹⁾	D	\$ 39	3,075	D
Common Stock						4,176.2685	I By ESOP
Common Stock						75.963	I By self as custodian for son

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Common Stock	75.963	I	under CAUTMA By self as custodian for daughter under CAUTMA
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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. Pri Deriv Secur (Instr		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 22.25	06/12/2012		X	800	<u>(2)</u> 04/01/2019	Common Stock	800	\$ 22	
Stock Options (Right to buy)	\$ 28.75	06/12/2012		X	460	<u>(2)</u> 05/01/2018	Common Stock	460	\$ 28	
Stock Options (Right to buy)	\$ 28.381					<u>(3)</u> 08/11/2014	Common Stock	0		
Stock Options (Right to buy)	\$ 33.3333					<u>(3)</u> 04/01/2015	Common Stock	5,513		
	\$ 34.5					<u>(2)</u> 05/01/2016		1,500		

Stock Options (Right to buy)				Common Stock	
Stock Options (Right to buy)	\$ 35.18	(2)	05/01/2017	Common Stock	3,000
Stock Options (Right to buy)	\$ 33.1	(2)	04/01/2020	Common Stock	1,750
Stock Options (Right to buy)	\$ 38	(2)	04/01/2021	Common Stock	1,650
Stock Options (Right to buy)	\$ 38.18	(2)	04/02/2022	Common Stock	2,650

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cook Christina J 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947			Executive Vice President	

Signatures

Nancy Rinaldi Boatright, 06/13/2012
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) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2011.

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

(3) Exercisable 20% per year beginning on 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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