Pelham Peter
Form 5
February 15, 2013

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

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

ANNUAL 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 Number: 3235-0362
Expires: January 31, 2005
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1. Name and Address of Reporting Person [*]
Pelham Peter

(Last) (First) (Middle)

504 REDWOOD BOULEVARD, SUITE 100

(Street)

NOVATO,Â CAÂ 94947

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Bank of Marin Bancorp [BMRC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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 Reporting

(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) Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/10/2012	Â	J (1)	27.7122	A	$ 0	6,090.3363	I	By ESOP
Common Stock	11/09/2012	Â	J (1)	29.8146	A	$ 0	6,120.1509	I	By ESOP
Common Stock	08/10/2012	Â	J (1)	6.7311	A	$ 0	1,505.8448	I	By 401(k) Plan
Common Stock	11/09/2012	Â	J (1)	7.2407	A	$ 0	1,513.0855	I	By 401(k) Plan
	Â	Â	Â	Â	Â	Â	4,869.858	D	Â

Common Stock

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

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SEC 2270 (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. P Der Sec (Ins
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	$ 38.18	Â	Â	Â	Â	Â	Â (2)	04/02/2022	Common Stock	2,650	
Stock Options (Right to buy)	$ 38	Â	Â	Â	Â	Â	Â (2)	04/01/2021	Common Stock	1,650	
Stock Options (Right to buy)	$ 33.1	Â	Â	Â	Â	Â	Â (2)	04/01/2020	Common Stock	1,750	
Stock Options (Right to buy)	$ 22.25	Â	Â	Â	Â	Â	Â (2)	04/01/2019	Common Stock	4,000	
Stock Options (Right to buy)	$ 28.75	Â	Â	Â	Â	Â	Â (2)	05/01/2018	Common Stock	2,300	
Stock Options (Right to buy)	$ 35.18	Â	Â	Â	Â	Â	Â (2)	05/01/2017	Common Stock	4,000	

Stock Options (Right to buy)	$ 34.5	Â	Â	Â	Â	Â	Â [(3)]	05/01/2016	Common Stock	5,000
Stock Options (Right to buy)	$ 25.3848	Â	Â	Â	Â	Â	Â [(3)]	04/01/2014	Common Stock	1,654

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pelham Peter 504 REDWOOD BOULEVARD, SUITE 100 NOVATO,Â CAÂ 94947	Â	Â	Â Executive Vice President	Â

Signatures

Megan Garner, Attorney-in-Fact	02/15/2013
**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) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments

(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 provided is insufficient, *see* Instruction 6 for procedure.
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