

Barlow Steven I.  
Form 4  
January 09, 2019

**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 \*  
Barlow Steven I.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
504 REDWOOD BLVD.  
  
(Street)  
  
NOVATO, CA

3. Date of Earliest Transaction (Month/Day/Year)  
01/08/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)

4. If Amendment, Date Original Filed (Month/Day/Year)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 11/27/2018                           |  | J <sup>(1)</sup>               |   | 767 A \$ 0  | 1,534  | I By IRA                          |
| Common Stock                    | 11/27/2018                           |  | J <sup>(2)</sup>               |   | 128 A \$ 0  | 256  | D                                 |
| Common Stock                    | 01/08/2019                           |  | J <sup>(3)</sup>               |   | 196 A \$ 41.35  | 452  | D                                 |

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

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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 or Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Options (Right to Buy)               | \$ 41.35   |                                      |  |                                |   | 01/02/2019 01/02/2029                                    | Common Stock  | 988 <sup>(4)</sup>   |
| Stock Options (Right to Buy)               | \$ 40.7 <sup>(5)</sup>                                 |                                      |  |                                |   | 07/02/2018 07/02/2028                                    | Common Stock  | 958  |
| Stock Options (Right to Buy)               | \$ 33.9 <sup>(6)</sup>                                 |                                      |  |                                |   | 01/02/2018 01/02/2028                                    | Common Stock  | 318  |
| Stock Options (Right to buy)               | \$ 13.52 <sup>(7)</sup>                                |                                      |  |                                |   | 11/21/2017 10/24/2024                                    | Common Stock  | 614  |

## Reporting Owners

| Reporting Owner Name / Address                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Barlow Steven I.<br>504 REDWOOD BLVD.<br>NOVATO, CA | X             |           |         |       |

## Signatures

Nancy R. Boatright,  
Attorney-in-Fact

01/09/2019

\_\_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 767 additional shares of common stock.
- (2) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 128 additional shares of common stock.
- (3) Shares received in payment of Director fee
- (4) Option issued in payment of Director fee
- (5) This option was previously reported as covering 479 shares at an exercise price of \$81.40 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (6) This option was previously reported as covering 159 shares at an exercise price of \$67.80 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
- (7) This option was previously reported as covering 307 shares at an exercise price of \$27.04 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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