

Colombo Russell A
Form 4
April 25, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)

04/25/2019

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/25/2019		S	V	2,553 \$ 42.1	D	
Common Stock					15,803.689	I	By ESOP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Edgar Filing: Colombo Russell A - Form 4

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 16.55					<u>(1)</u>	04/01/2020	Common Stock	9,000
Stock Options (Right to buy)	\$ 19					<u>(1)</u>	04/01/2021	Common Stock	8,600
Stock Options (Right to buy)	\$ 19.09					<u>(1)</u>	04/02/2022	Common Stock	13,800
Stock Options (Right to buy)	\$ 19.675					<u>(1)</u>	04/01/2023	Common Stock	8,200
Stock Options (Right to Buy)	\$ 22.94					<u>(1)</u>	04/01/2024	Common Stock	8,400
Stock Options (Right to buy)	\$ 25.375					<u>(2)</u>	03/02/2025	Common Stock	14,340
Stock Options (Right to buy)	\$ 24.825					<u>(2)</u>	03/01/2026	Common Stock	14,820
Stock Options (Right to	\$ 34.8					<u>(2)</u>	03/01/2027	Common Stock	10,360

Edgar Filing: Colombo Russell A - Form 4

buy)						
Stock Options (Right to buy)	\$ 33.575	<u>(2)</u>	03/01/2028	Common Stock	11,540	
Stock Options (Right to buy)	\$ 33.575	<u>(3)</u>	03/01/2028	Common Stock	5,420	
Stock Options (Right to Buy)	\$ 44.45	<u>(2)</u>	03/01/2029	Common Stock	10,030	

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
04/25/2019

**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) Exercisable 20% per year beginning on first anniversary date of grant
 - (2) Exercisable 33% per year beginning on first anniversary date of grant
 - (3) Exercisable 33% immediately, then 33% per year 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.
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.