

Pelham Peter  
Form 4  
August 03, 2017

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pelham Peter

(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)

12/31/2016

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) below)

Executive Vice President

6. Individual or Joint/Group Filing(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 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)
Common Stock	12/31/2016		J <sup>(1)</sup>	287.5519 A \$ 0	7,965.4126	I	By ESOP
Common Stock	05/12/2017		J <sup>(2)</sup>	32.3218 A \$ 0	8,028.0328	I	By ESOP
Common Stock					8,340.858	D	
Common Stock					1,630.6298	I	By 401(k) Plan
Common Stock					254	I	As custodian for

Common Stock	250	I	grandson under CAUTMA  As Custodian for Grandson 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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SEC 1474  
(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. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 28.75					(3)	05/01/2018	Common Stock	2,300	
Stock Options (Right to buy)	\$ 22.25					(3)	04/01/2019	Common Stock	4,000	
Stock Options (Right to buy)	\$ 33.1					(3)	04/01/2020	Common Stock	1,750	
Stock Options (Right to	\$ 38					(3)	04/01/2021	Common Stock	1,650	

buy)

Stock Options (Right to buy)	\$ 38.18	(3)	04/02/2022	Common Stock	2,650
Stock Options (Right to buy)	\$ 39.35	(3)	04/01/2023	Common Stock	1,600
Stock Options (Right to Buy)	\$ 45.88	(3)	04/01/2024	Common Stock	1,550
Stock Options (Right to buy)	\$ 50.75	(4)	03/02/2025	Common Stock	2,600
Stock Options (Right to buy)	\$ 49.65	(4)	03/01/2026	Common Stock	2,640
Stock Options (Right to buy)	\$ 69.6	(4)	03/01/2027	Common Stock	1,760

## Reporting Owners

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

## Signatures

Nancy R. Boatright,  
Attorney-in-Fact 08/03/2017

\_\_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) Represents the 2016 ESOP allocation reflected in reporting owner's account as of 12/31/2016.

(2) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments

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

(4) 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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