

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

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

(Last) (First) (Middle)

504 REDWOOD BLVD.

(Street)

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

(Check all applicable)

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

NOVATO, CA

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

(City) (State) (Zip)

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/27/2018		J ⁽¹⁾		767	A	\$ 0	1,534	I	By IRA
Common Stock	11/27/2018		J ⁽²⁾		128	A	\$ 0	256	D	
Common Stock	01/08/2019		J ⁽³⁾		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 Value of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 41.35							01/02/2019	01/02/2029	Common Stock	988 <u>(4)</u>
Stock Options (Right to Buy)	\$ 40.7 <u>(5)</u>							07/02/2018	07/02/2028	Common Stock	958
Stock Options (Right to Buy)	\$ 33.9 <u>(6)</u>							01/02/2018	01/02/2028	Common Stock	318
Stock Options (Right to buy)	\$ 13.52 <u>(7)</u>							11/21/2017	10/24/2024	Common Stock	614

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barlow Steven I. 504 REDWOOD BLVD. 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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