

Bank of Marin Bancorp  
Form 8-K  
April 09, 2009

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 9, 2009

Bank of Marin Bancorp  
(Exact name of Registrant as specified in its charter)

California  
(State or other jurisdiction of  
incorporation)

001-33572  
(File number)

20-8859754  
(I.R.S. Employer Identification No.)

504 Redwood Blvd., Suite 100, Novato, CA  
(Address of principal executive office)

94947  
(Zip Code)

Registrant's telephone number, including area code: (415) 763-4520

Not Applicable

(Former name or former address, if changes since last report)

Check the appropriate box below if the Form 8-K filing is to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 – Corporate Governance and Management

Item 5.02 (b) Retirement of Directors

In a press release dated April 9, 2009, Bank of Marin Bancorp (“Bancorp”) announced that directors James E. Deitz and J. Patrick Hunt announced their decision to retire from the boards of Bank of Marin Bancorp and Bank of Marin, effective at the Annual Meeting of Shareholders on May 12, 2009. A copy of the press release is attached as Exhibit 99.1.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit Number | Description                       |
|----------------|-----------------------------------|
| 99.1           | Press Release dated April 9, 2009 |

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 9, 2009

BANK OF MARIN BANCORP

by: /s/ Christina J. Cook

Christina J. Cook  
Executive Vice President  
and Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description                        | Page |
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| <u>99.1</u> | Press Release dated April 9, 2009. | 1    |

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