

Boatright Nancy R
Form 4
September 19, 2012

FORM 4

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

OMB APPROVAL

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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 *
Boatright Nancy R

(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)

09/17/2012

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)
Corporate Secretary

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/17/2012		X		1,000	A	\$ 34.5	2,135	D
Common Stock	09/17/2012		X		1,200	A	\$ 35.18	3,335	D
Common Stock	09/17/2012		X		200	A	\$ 28.75	3,535	D
Common Stock	09/17/2012		X		310	A	\$ 22.25	3,845	D
Common Stock	09/17/2012		X		140	A	\$ 33.1	3,985	D

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Common Stock	09/17/2012	S ⁽¹⁾	2,850	D	\$ 41.4329	1,135	D	
Common Stock						2,843.2033	I	By ESOP

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

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(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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 33.1	09/17/2012		X	140	<u>(2)</u> 04/01/2020	Common Stock 140	\$
Stock Options (Right to buy)	\$ 22.25	09/17/2012		X	310	<u>(2)</u> 04/01/2019	Common Stock 310	\$
Stock Options (Right to buy)	\$ 28.75	09/17/2012		X	200	<u>(2)</u> 05/01/2018	Common Stock 200	\$
Stock Options (Right to buy)	\$ 35.18	09/17/2012		X	1,200	<u>(2)</u> 05/01/2017	Common Stock 1,200	\$
Stock Options (Right to buy)	\$ 34.5	09/17/2012		X	1,000	<u>(2)</u> 05/01/2016	Common Stock 1,000	\$
	\$ 33.3333					<u>(3)</u> 04/01/2015		1,654

Stock Options (Right to buy)					Common Stock	
Stock Options (Right to buy)	\$ 38	(2)	04/01/2021		Common Stock	700
Stock Options (Right to buy)	\$ 38.18	(2)	04/02/2022		Common Stock	1,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boatright Nancy R 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947			Corporate Secretary	

Signatures

Megan Garner, 09/19/2012
Attorney-in-Fact

__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) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 1, 2011.
- (2) Exercisable 20% per year beginning on first anniversary date of grant
- (3) Exercisable 20% per year beginning on 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.