

Bank of Marin Bancorp
 Form 3/A
 July 09, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Pelham Peter | | (Month/Day/Year) | Bank of Marin Bancorp [BMRC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 07/02/2007 | | 07/03/2007 |
| 504 REDWOOD BOULEVARD, SUITE 100 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Executive Vice President | |
| NOVATO,Â CAÂ 94947 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 2,430 | D | Â |
| Common Stock | 9,241.6951 | I | By ESOP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|---------------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Stock Options (Right to buy) | 03/12/1998 ⁽¹⁾ | 03/12/2008 | Common Stock | 1,184 | \$ 11.7783 | D | Â |
| Stock Options (Right to buy) | 03/11/1999 ⁽¹⁾ | 03/11/2009 | Common Stock | 6,032 | \$ 11.8565 | D | Â |
| Stock Options (Right to buy) | 03/14/2001 ⁽¹⁾ | 03/14/2011 | Common Stock | 1,729 | \$ 12.2752 | D | Â |
| Stock Options (Right to buy) | 04/01/2002 ⁽¹⁾ | 04/01/2012 | Common Stock | 2,735 | \$ 14.4522 | D | Â |
| Stock Options (Right to buy) | 04/01/2003 ⁽¹⁾ | 04/01/2013 | Common Stock | 1,737 | \$ 17.2019 | D | Â |
| Stock Options (Right to buy) | 04/01/2004 ⁽¹⁾ | 04/01/2014 | Common Stock | 1,654 | \$ 25.3848 | D | Â |
| Stock Options (Right to buy) | 05/01/2007 ⁽²⁾ | 05/01/2016 | Common Stock | 5,000 | \$ 34.5 | D | Â |
| Stock Options (Right to buy) | 05/01/2008 ⁽²⁾ | 05/01/2017 | Common Stock | 4,000 | \$ 35.18 | D | Â |

Reporting Owners

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

Signatures

Megan Carter,
Attorney-in-Fact

07/09/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 date of grant

(2) Exercisable 20% 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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