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Bank of Marin Bancorp
Form 8-K
April 23, 2012

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 19, 2012

Commission File Number 001-33572

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

California 20-8859754
(State or other jurisdiction of incorporation) (IRS Employer Identification No.)

504 Redwood Blvd., Suite 100, Novato, CA 94947
(Address of principal executive office) (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))

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o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 2 - Financial Information

Item 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On April 23, 2012, Bank of Marin Bancorp released its financial results for the quarter ended March 31, 2012. A copy of the press release is included as Exhibit 99.1.

Section 8 - Other Events

Item 8.01 Other Events

In the press release, Bank of Marin Bancorp also announced that its Board of Directors approved a quarterly cash dividend of \$0.17 per share. The cash dividend is payable to shareholders of record at the close of business on May 3, 2012 and will be payable on May 11, 2012. A copy of the press release is attached to this report as Exhibit 99.1.

Section 9 - Financial Statements and Exhibits

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

99.1 Press Release dated April 23, 2012.

SIGNATURES

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 23, 2012

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 Number |
|-------------|------------------------------------|-------------|
| 99.1 | Press Release dated April 23, 2012 | 1-7 |