

Bank of Marin Bancorp
 Form 3/A
 July 10, 2007

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)	07/02/2007	
504 REDWOOD BOULEVARD, SUITE 100			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
NOVATO, Â CA Â 94947			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			07/03/2007	
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	6,204.6951	I	By ESOP	

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	6,204.6951	I	By ESOP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)
--	--	---	------------------------------------	---------------------------------	---

Edgar Filing: Bank of Marin Bancorp - Form 3/A

	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

07/10/2007

**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.

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.