McDevitt Jr William H
Form 4
January 09, 2019

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
McDevitt Jr William H

(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)
01/08/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	11/27/2018		J(1)		3,150	A	$ 0	6,300	I	By IRA
Common Stock	11/27/2018		J(2)		10,133	A	$ 0	20,266	D	
Common Stock	01/08/2019		J(3)		392	A	$ 41.35	20,658	D	

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

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SEC 1474 (9-02)

number.

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. Pric Deriv Secur (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	$ 23.765 (4)							(5)	07/01/2026	Common Stock	3,430	
Stock Options (Right to buy)	$ 34.6 (6)							01/03/2017	01/03/2027	Common Stock	2,378	
Stock Options (Right to buy)	$ 31.225 (7)							07/03/2017	07/03/2027	Common Stock	2,950	
Stock Options (Right to Buy)	$ 33.9 (8)							01/02/2018	01/02/2028	Common Stock	2,546	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDevitt Jr William H 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947	X			

Signatures

Nancy R. Boatright, Attorney-in-Fact	01/09/2019
**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) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 3,150 additional shares of common stock.

(2) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 10,133 additional shares of common stock.

(3) Shares received in payment of Director fee

(4) This option was previously reported as covering 1,715 shares at an exercise price of $47.53 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.

(5) Exercisable 33% per year beginning on first anniversary date of grant

(6) This option was previously reported as covering 1,189 shares at an exercise price of $69.20 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.

(7) This option was previously reported as covering 1,475 shares at an exercise price of $62.45 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.

(8) This option was previously reported as covering 1,273 shares at an exercise price of $67.80 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.

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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