Bank of Marin Bancorp Form 4 January 06, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * FOSTER THOMAS			Symbol						5. Relationship of Reporting Person(s) to Issuer			
			Bank of	Bank of Marin Bancorp [BMRC]				(Check all applicable)				
(Last)	(First)	(Middle)		Earliest Tr	ansaction			V Dimenton	100	0		
504 REDW STE 100	OOD BOULE	EVARD,	(Month/D 01/04/2)	•				X Director Officer (give below)		Owner er (specify		
	(Street)	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
NOVATO,	CA 94947 (State)	(Zip)	·	a I - Non-D		Sacur	ities A <i>c</i> gg	Applicable Line) _X_ Form filed by O Form filed by M Person uired, Disposed of	Iore than One Re	porting		
1.Title of	2. Transaction	Data 24 D		3.	4. Securi		-	5. Amount of	6. Ownership	•		
Security (Instr. 3)	(Month/Day/Y	ear) Execu	tion Date, if h/Day/Year)	Transactic Code (Instr. 8)		ispose 4 and (A) or	d of (D) 5) Price	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)		
Common Stock	01/04/2010			J <u>(1)</u>	303	A	\$ 32.96	2,096	I	By Trust		

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

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SEC 1474

(9-02)

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

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	Expiration Date		Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and 4)		Owne	
	Security				Acquired	cquired					Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					,)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FOSTER THOMAS 504 REDWOOD BOULEVARD, STE 100 X NOVATO, CA 94947

Signatures

Megan Carter, Attorney-in-Fact 01/06/2010

**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) Shares received in payment of Director fee

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.

Reporting Owners 2