

Kennedy Kevin R  
Form 4  
January 09, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kennedy Kevin R

(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)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/27/2018		J <sup>(1)</sup>		4,297 A \$ 0	8,594	I By Trust
Common Stock	01/08/2019		J <sup>(2)</sup>		196 A \$ 41.35	8,790	I By Trust
Common Stock	11/27/2018		J <sup>(3)</sup>		5,040 A \$ 0	10,080	I By Roth IRA
Common Stock	11/27/2018		J <sup>(4)</sup>		50 A \$ 0	100	I By SIMPLE IRA

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)

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. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 41.35					01/02/2019	01/02/2029	Common Stock	988 <sup>(5)</sup>
Stock Options (Right to Buy)	\$ 40.7 <sup>(6)</sup>					07/02/2018	07/02/2028	Common Stock	958
Stock Options (Right to Buy)	\$ 33.9 <sup>(7)</sup>					01/02/2018	01/02/2028	Common Stock	1,272
Stock Options (Right to buy)	\$ 31.225 <sup>(8)</sup>					07/03/2017	07/03/2027	Common Stock	1,474
Stock Options (Right to buy)	\$ 34.6 <sup>(9)</sup>					01/03/2017	01/03/2027	Common Stock	1,188
Stock Options (Right to buy)	\$ 23.765 <sup>(10)</sup>					<sup>(11)</sup>	07/01/2026	Common Stock	1,714
Stock	\$ 25.135					<sup>(13)</sup>	05/14/2022	Common	6,000

Options (12)  
(Right to  
buy)

Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kennedy Kevin R 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 4,297 additional shares of common stock.
  - (2) Shares received in payment of Director fee
  - (3) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 5,040 additional shares of common stock.
  - (4) On November 27, 2018, the common stock of Bank of Marin Bancorp split 2-for-1, resulting in the reporting person's ownership of 50 additional shares of common stock.
  - (5) Option issued in payment of Director fee
  - (6) This option was previously reported as covering 479 shares at an exercise price of \$81.40 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
  - (7) This option was previously reported as covering 636 shares at an exercise price of \$67.80 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
  - (8) This option was previously reported as covering 737 shares at an exercise price of \$62.45 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
  - (9) This option was previously reported as covering 594 shares at an exercise price of \$69.20 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
  - (10) This option was previously reported as covering 857 shares at an exercise price of \$47.53 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
  - (11) Exercisable 33% per year beginning on first anniversary date of grant
  - (12) This option was previously reported as covering 3,000 shares at an exercise price of \$50.27 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
  - (13) 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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