Girton Tani
Form 5
February 04, 2019

FORM 5

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

ANNUAL 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).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
Girton Tani

(Last) (First) (Middle)

504 REDWOOD BOULEVARD, STE 100

(Street)

NOVATO,Â CAÂ 94947

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Bank of Marin Bancorp [BMRC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	11/27/2018	Â	J4(1)	9,868	A	$ 0	19,736	D	Â
Common Stock	08/10/2018	Â	J4(2)	4.6282	A	$ 0	1,259.7696	I	By ESOP
Common Stock	11/08/2018	Â	J4(2)	5.1124	A	$ 0	1,264.882	I	By ESOP
Common Stock	11/27/2018	Â	J4(3)	1,264.8821	A	$ 0	2,529.7641	I	By ESOP

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

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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. D Sec (In
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
(Stock Options (Right to buy)	$ 20.365	Â	Â	Â	Â	Â	Â (4)	08/29/2023	Common Stock	11,000	
Stock Options (Right to buy)	$ 25.375	Â	Â	Â	Â	Â	Â (4)	03/02/2025	Common Stock	2,880	
Stock Options (Right to buy)	$ 24.825	Â	Â	Â	Â	Â	Â (7)	03/01/2026	Common Stock	2,950	
Stock Options (Right to buy)	$ 34.8	Â	Â	Â	Â	Â	Â (7)	03/01/2027	Common Stock	2,050	
Stock Options (Right to buy)	$ 33.575	Â	Â	Â	Â	Â	Â (10)	03/01/2028	Common Stock	1,020	
Stock Options (Right to buy)	$ 33.575	Â	Â	Â	Â	Â	Â (7)	03/01/2028	Common Stock	2,280	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Girton Tani 504 REDWOOD BOULEVARD, STE 100 NOVATO,Â CAÂ 94947	Â	Â	Â Executive Vice President	Â

Signatures

Nancy R. Boatright, Attorney-in-Fact	02/04/2019
**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 9,868 additional shares of common stock.
(2)	Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
(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 1,264.8821 additional shares of common stock.
(4)	Exercisable 20% per year beginning on first anniversary date of grant
(5)	This option was previously reported as covering 11,000 shares at an exercise price of $40.73 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
(6)	This option was previously reported as covering 2,880 shares at an exercise price of $50.75 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
(7)	Exercisable 33% per year beginning on first anniversary date of grant
(8)	This option was previously reported as covering 2,950 shares at an exercise price of $49.65 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
(9)	This option was previously reported as covering 2,050 shares at an exercise price of $69.60 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
(10)	Exercisable 33% immediately, then 33% per year on first anniversary date of grant.
(11)	This option was previously reported as covering 1,020 shares at an exercise price of $67.15 per share, but was adjusted to reflect the stock split that occurred on November 27, 2018.
(12)	This option was previously reported as covering 2,280 shares at an exercise price of $67.15 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 provided is insufficient, *see* Instruction 6 for procedure.
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