WELLS FARGO & COMPANY/MN
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File No. 333-202840

Title of Each Class of Securities Offered	**Maximum Aggregate Offering Price**	**Amount of Registration Fee[(1)]**
Medium-Term Notes, Series K, Notes Linked to the S&P 500® Index due January 4, 2021	$ 2,788,000	$ 323.13

(1) The total filing fee of $323.13 is calculated in accordance with Rule 457(r) of the Securities Act of 1933 (the Securities Act) and will be paid by wire transfer within the time required by Rule 456(b) of the Securities Act.

PRICING SUPPLEMENT No. 787 dated December 29, 2016

(To Market Measure Supplement dated March 18, 2015,

Prospectus Supplement dated March 18, 2015

and Prospectus dated March 18, 2015)

Wells Fargo & Company

Medium-Term Notes, Series K

Equity Index Linked Securities

Market Linked Securities Auto-Callable with Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due January 4, 2021

- Linked to the S&P 500® Index
- Unlike ordinary debt securities, the securities do not pay interest, do not repay a fixed amount of principal at maturity and are subject to potential automatic call upon the terms described below. Any return you receive on the securities and whether they are automatically called will depend on the performance of the Index
- **Automatic Call.** If the closing level of the Index on any call date is greater than or equal to the starting level, we will automatically call the securities for the original offering price plus the call premium applicable to that call date

Call Date	Call Premium
January 4, 2018	6.20% of the original offering price
January 4, 2019	12.40% of the original offering price
January 6, 2020	18.60% of the original offering price
December 24, 2020 (the "final calculation day")	24.80% of the original offering price

- **Payment at Maturity.** If the securities are not automatically called prior to the final calculation day, the payment at maturity will be based upon the closing level of the Index on the final calculation day and could be greater than, equal to or less than the original offering price per security as follows:
  - If the closing level of the Index on the final calculation day is greater than or equal to the starting level, the securities will be automatically called for the original offering price plus the call premium applicable to the final calculation day described above
  - If the closing level of the Index on the final calculation day is less than the starting level, but not by more than 10%, you will receive the original offering price of your securities at maturity
  - If the closing level of the Index on the final calculation day is less than the starting level by more than 10%, you will receive less than the original offering price and have 1-to-1 downside exposure to the decrease in the level of the Index in excess of 10%
- Investors may lose up to 90% of the original offering price
- Any positive return on the securities will be limited to the applicable call premium, even if the closing level of the Index on the applicable call date significantly exceeds the starting level. You will not participate in any appreciation of the Index beyond the applicable fixed call premium.
- All payments on the securities are subject to the credit risk of Wells Fargo & Company, and you will have no ability to pursue any securities included in the Index for payment; if Wells Fargo & Company defaults on its obligations, you could lose some or all of your investment
- No periodic interest or dividends

No exchange listing; designed to be held to maturity

On the date of this pricing supplement, the estimated value of the securities is $933.43 per security. The estimated value of the securities was determined for us by Wells Fargo Securities, LLC using its proprietary pricing models. It is not an indication of actual profit to us or to Wells Fargo Securities, LLC or any of our other affiliates, nor is it an indication of the price, if any, at which Wells Fargo Securities, LLC or any other person may be willing to buy the securities from you at any time after issuance. See Investment Description in this pricing supplement.

The securities have complex features and investing in the securities involves risks not associated with an investment in conventional debt securities. See Risk Factors herein on page PRS-10.

The securities are unsecured obligations of Wells Fargo & Company and all payments on the securities are subject to the credit risk of Wells Fargo & Company. The securities are not deposits or other obligations of a depository institution and are not insured by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency of the United States or any other jurisdiction.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this pricing supplement or the accompanying market measure supplement, prospectus supplement and prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Original Offering Price	Agent Discount[1]	Proceeds to Wells Fargo
Per Security	$1,000.00	$18.25	$981.75
Total	$2,788,000.00	$50,881.00	$2,737,119.00

(1) Wells Fargo Securities, LLC, a wholly owned subsidiary of Wells Fargo & Company, is the agent for the distribution of the securities and is acting as principal. See Investment Description in this pricing supplement for further information.

Wells Fargo Securities

Market Linked Securities Auto-Callable with Fixed Percentage Buffered

Downside

Principal at Risk Securities Linked to the S&P 500® Index due January 4, 2021

Investment Description

The Principal at Risk Securities Linked to the S&P 500® Index due January 4, 2021 are senior unsecured debt securities of Wells Fargo & Company (Wells Fargo) that do not pay interest, do not repay a fixed amount of principal at maturity and are subject to potential automatic call upon the terms described in this pricing supplement. The return you receive on the securities and whether they are automatically called will depend on the performance of the S&P 500® Index (the Index). The securities provide:

(i) the possibility of an automatic early call of the securities at a fixed call premium if the closing level of the Index on any of the first three call dates is greater than or equal to the starting level; and

(ii) if the securities are not automatically called prior to the final calculation day:

(a) the possibility of a return equal to the call premium applicable to the final calculation day if the closing level of the Index on the final calculation day is greater than or equal to the starting level;

(b) repayment of principal if, **and only if**, the closing level of the Index on the final calculation day is not less than the starting level by more than 10%; and

(c) exposure to decreases in the level of the Index if and to the extent the closing level of the Index on the final calculation day is less than the starting level by more than 10%.

If the closing level of the Index is less than the starting level on each of the four call dates (including the final calculation day), you will not receive any positive return on your investment in the securities. If the closing level of the Index on the final calculation day is less than the starting level by more than 10%, you will receive less, and possibly 90% less, than the original offering price of your securities at maturity.

Any positive return on the securities will be limited to the applicable call premium, even if the closing level of the Index on the applicable call date exceeds the starting level by more than percentage represented by that call premium. You will not participate in any appreciation of the Index beyond the applicable fixed call premium.

All payments on the securities are subject to the credit risk of Wells Fargo.

The Index is an equity index that is intended to provide an indication of the pattern of common stock price movement in the large capitalization segment of the United States equity market.

You should read this pricing supplement together with the market measure supplement dated March 18, 2015, the prospectus supplement dated March 18, 2015 and the prospectus dated March 18, 2015 for additional information about the securities. Information included in this pricing supplement supersedes information in the market measure supplement, prospectus supplement and prospectus to the extent it is different from that information. Certain defined terms used but not defined herein have the meanings set forth in the prospectus supplement.

You may access the market measure supplement, prospectus supplement and prospectus on the SEC website www.sec.gov as follows (or if such address has changed, by reviewing our filing for the relevant date on the SEC website):

Market Measure Supplement dated March 18, 2015 filed with the SEC on March 18, 2015:
http://www.sec.gov/Archives/edgar/data/72971/000119312515096591/d890724d424b2.htm

Prospectus Supplement dated March 18, 2015 and Prospectus dated March 18, 2015 filed with the SEC on March 18, 2015:
http://www.sec.gov/Archives/edgar/data/72971/000119312515096449/d890684d424b2.htm

The S&P 500 Index is a product of S&P Dow Jones Indices LLC (SPDJI), and has been licensed for use by Wells Fargo & Company (WFC). Standard &

Poor s®, S&P® and S&P 500® are registered trademarks of Standard & Poor s Financial Services LLC (S&P); Dow Jones® is a registered trademark of Dow

Jones Trademark Holdings LLC (Dow Jones); and these trademarks have been licensed for use by SPDJI and sublicensed for certain purposes by WFC. The securities are not sponsored, endorsed, sold or promoted by SPDJI, Dow Jones, S&P, their respective affiliates, and none of such parties make any representation regarding the advisability of investing in such product(s) nor do they have any liability for any errors, omissions, or interruptions of the S&P 500 Index.

Market Linked Securities Auto-Callable with Fixed Percentage Buffered

Downside

Principal at Risk Securities Linked to the S&P 500® Index due January 4, 2021

Investment Description (Continued)

The original offering price of each security of $1,000 includes certain costs that are borne by you. Because of these costs, the estimated value of the securities on the pricing date is less than the original offering price. The costs included in the original offering price relate to selling, structuring, hedging and issuing the securities, as well as to our funding considerations for debt of this type.

The costs related to selling, structuring, hedging and issuing the securities include (i) the agent discount, (ii) the projected profit that our hedge counterparty (which may be one of our affiliates) expects to realize for assuming risks inherent in hedging our obligations under the securities and (iii) hedging and other costs relating to the offering of the securities.

Our funding considerations take into account the higher issuance, operational and ongoing management costs of market-linked debt such as the securities as compared to our conventional debt of the same maturity, as well as our liquidity needs and preferences. Our funding considerations are reflected in the fact that we determine the economic terms of the securities based on an assumed funding rate that is generally lower than the interest rates implied by secondary market prices for our debt obligations and/or by other traded instruments referencing our debt obligations, which we refer to as our secondary market rates. As discussed below, our secondary market rates are used in determining the estimated value of the securities.

If the costs relating to selling, structuring, hedging and issuing the securities were lower, or if the assumed funding rate we use to determine the economic terms of the securities were higher, the economic terms of the securities would be more favorable to you and the estimated value would be higher. The estimated value of the securities as of the pricing date is set forth on the cover page of this pricing supplement.

Determining the estimated value

Our affiliate, Wells Fargo Securities, LLC (WFS), calculated the estimated value of the securities set forth on the cover page of this pricing supplement based on its proprietary pricing models. Based on these pricing models and related market inputs and assumptions referred to in this section below, WFS determined an estimated value for the securities by estimating the value of the combination of hypothetical financial instruments that would replicate the payout on the securities, which combination consists of a non-interest bearing, fixed-income bond (the debt component) and one or more derivative instruments underlying the economic terms of the securities (the derivative component).

The estimated value of the debt component is based on a reference interest rate, determined by WFS as of a recent date, that generally tracks our secondary market rates. Because WFS does not continuously calculate our reference interest rate, the reference interest rate used in the calculation of the estimated value of the debt component may be higher or lower than our secondary market rates at the time of that calculation. As noted above, we determine the economic terms of the securities based upon an assumed funding rate that is generally lower than our secondary market rates. In contrast, in determining the estimated value of the securities, we value the debt component using a reference interest rate that generally tracks our secondary market rates. Because the reference interest rate is generally higher than the assumed funding rate, using the reference interest rate to value the debt component generally results in a lower estimated value for the debt component, which we believe more closely approximates a market valuation of the debt component than if we had used the assumed funding rate.

WFS calculated the estimated value of the derivative component based on a proprietary derivative-pricing model, which generated a theoretical price for the derivative instruments that constitute the derivative component based on various inputs, including the derivative component factors identified in Risk Factors The Value Of The Securities Prior To Stated Maturity Will Be Affected By Numerous Factors, Some Of Which Are Related In Complex Ways. These inputs may be market-observable or may be based on assumptions made by WFS in its discretion.

The estimated value of the securities determined by WFS is subject to important limitations. See Risk Factors The Estimated Value Of The Securities Is Determined By Our Affiliate s Pricing Models, Which May Differ From Those Of Other Dealers and Risk Factors Our Economic Interests And Those Of Any Dealer Participating In The Offering Are Potentially Adverse To Your Interests.

Valuation of the securities after issuance

The estimated value of the securities is not an indication of the price, if any, at which WFS or any other person may be willing to buy the securities from you in the secondary market. The price, if any, at which WFS or any of its affiliates may purchase the securities in the secondary market will be based upon WFS s proprietary pricing models and will fluctuate over the term of the securities due to changes in market conditions and other relevant factors.

Market Linked Securities Auto-Callable with Fixed Percentage Buffered

Downside

Principal at Risk Securities Linked to the S&P 500® Index due January 4, 2021

Investment Description (Continued)

However, absent changes in these market conditions and other relevant factors, except as otherwise described in the following paragraph, any secondary market price will be lower than the estimated value on the pricing date because the secondary market price will be reduced by a bid-offer spread, which may vary depending on the aggregate face amount of the securities to be purchased in the secondary market transaction, and the expected cost of unwinding any related hedging transactions. Accordingly, unless market conditions and other relevant factors change significantly in your favor, any secondary market price for the securities is likely to be less than the original offering price.

If WFS or any of its affiliates makes a secondary market in the securities at any time up to the issue date or during the 4-month period following the issue date, the secondary market price offered by WFS or any of its affiliates will be increased by an amount reflecting a portion of the costs associated with selling, structuring, hedging and issuing the securities that are included in the original offering price. Because this portion of the costs is not fully deducted upon issuance, any secondary market price offered by WFS or any of its affiliates during this period will be higher than it would be if it were based solely on WFS s proprietary pricing models less the bid-offer spread and hedging unwind costs described above. The amount of this increase in the secondary market price will decline steadily to zero over this 4-month period. If you hold the securities through an account at WFS or any of its affiliates, we expect that this increase will also be reflected in the value indicated for the securities on your brokerage account statement.

If WFS or any of its affiliates makes a secondary market in the securities, WFS expects to provide those secondary market prices to any unaffiliated broker-dealers through which the securities are held and to commercial pricing vendors. If you hold your securities through an account at a broker-dealer other than WFS or any of its affiliates, that broker-dealer may obtain market prices for the securities from WFS (directly or indirectly), but could also obtain such market prices from other sources, and may be willing to purchase the securities at any given time at a price that differs from the price at which WFS or any of its affiliates is willing to purchase the securities. As a result, if you hold your securities through an account at a broker-dealer other than WFS or any of its affiliates, the value of the securities on your brokerage account statement may be different than if you held your securities at WFS or any of its affiliates.

The securities will not be listed or displayed on any securities exchange or any automated quotation system. Although WFS and/or its affiliates may buy the securities from investors, they are not obligated to do so and are not required to make a market for the securities. There can be no assurance that a secondary market will develop.

Market Linked Securities Auto-Callable with Fixed Percentage Buffered

Downside

Principal at Risk Securities Linked to the S&P 500® Index due January 4, 2021

Investor Considerations

We have designed the securities for investors who:

- believe that the closing level of the Index will be greater than or equal to the starting level on one of the four call dates;
- seek the potential for a fixed return if the Index has appreciated at all as of any of the four call dates in lieu of full participation in any potential appreciation of the Index;
- understand that if the closing level of the Index is less than the starting level on each of the four call dates (including the final calculation day), they will not receive any positive return on their investment in the securities, and that if the closing level of the Index on the final calculation day is less than the starting level by more than 10%, they will receive less, and possibly 90% less, than the original offering price per security at maturity;
- understand that the term of the securities may be as short as approximately one year and that they will not receive a higher call premium payable with respect to a later call date if the securities are called on an earlier call date;
- are willing to forgo interest payments on the securities and dividends on securities included in the Index; and
- are willing to hold the securities until maturity.

The securities are not designed for, and may not be a suitable investment for, investors who:

- seek a liquid investment or are unable or unwilling to hold the securities to maturity;
- require full payment of the original offering price of the securities at maturity;
- believe that the closing level of the Index will be less than the starting level on each of the four call dates;
- seek a security with a fixed term;

are unwilling to accept the risk that, if the closing level of the Index is less than the starting level on each of the four call dates (including the final calculation day), they will not receive any positive return on their investment in the securities;

are unwilling to accept the risk that the closing level of the Index may decrease by more than 10% from the starting level to the ending level;

are unwilling to purchase securities with an estimated value as of the pricing date that is lower than the original offering price, as set forth on the cover page;

seek current income;

are unwilling to accept the risk of exposure to the large capitalization segment of the United States equity market;

seek exposure to the upside performance of the Index beyond the applicable call premiums;

are unwilling to accept the credit risk of Wells Fargo; or

prefer the lower risk of fixed income investments with comparable maturities issued by companies with comparable credit ratings.

Market Linked Securities Auto-Callable with Fixed Percentage Buffered

Downside

Principal at Risk Securities Linked to the S&P 500® Index due January 4, 2021

Terms of the Securities

Market Measure:	S&P 500® Index
Pricing Date:	December 29, 2016
Issue Date:	January 4, 2017 (T+3)
Original Offering Price:	$1,000 per security. References in this pricing supplement to a security are to a security with a face amount of $1,000.
Automatic Call:	If the closing level of the Index on any call date (including the final calculation day) is greater than or equal to the starting level, the securities will be automatically called, and on the related call settlement date you will be entitled to receive a cash payment per security in U.S. dollars equal to the original offering price per security plus the call premium applicable to the relevant call date. The last call date is the final calculation day, and payment upon an automatic call on the final calculation day, if applicable, will be made on the stated maturity date. **Any positive return on the securities will be limited to the applicable call premium, even if the closing level of the Index on the applicable call date significantly exceeds the starting level. You will not participate in any appreciation of the Index beyond the applicable call premium.** If the securities are automatically called, they will cease to be outstanding on the related call settlement date and you will have no further rights under the securities after such call settlement date. You will not receive any notice from us if the securities are automatically called.
Call Dates and	Call Date — Call Premium — Payment per Security upon

Call Premiums:

		an Automatic Call
January 4, 2018	6.20% of the original offering price	$1,062.00
January 4, 2019	12.40% of the original offering price	$1,124.00
January 6, 2020	18.60% of the original offering price	$1,186.00
December 24, 2020	24.80% of the original offering price	$1,248.00

We refer to December 24, 2020 as the final calculation day.

The call dates are subject to postponement for non-trading days and the occurrence of a market disruption event. See Postponement of a Calculation Day below.

Call Settlement Date: Five business days after the applicable call date (as each such call date may be postponed pursuant to Postponement of a Calculation Day below, if applicable); *provided* that the call settlement date for the last call date is the stated maturity date.

Stated Maturity Date: January 4, 2021. If the final calculation day is postponed, the stated maturity date will be the later of (i) January 4, 2021 and (ii) three business days after the final calculation day as postponed. See Postponement of a Calculation Day below. If the stated maturity date is not a business day, the payment to be made on the stated maturity date will be made on the next succeeding business day with the same force and effect as if it had been made on the stated maturity date. The securities are not subject to repayment at the option of any holder of the securities prior to the stated maturity date.

Payment at Maturity: If the closing level of the Index is less than the starting level on each of the four call dates, the securities will not be automatically called, and on the stated maturity date, you will be entitled to receive a cash payment per security in U.S. dollars determined as follows:

if the ending level is greater than or equal to the threshold level: $1,000; or

if the ending level is less than the threshold level: $1,000 *minus*:

$$\$1,000 \times \frac{\text{threshold level} \quad \text{ending level}}{\text{starting level}}$$

If the securities are not automatically called prior to the final calculation day and the ending level is less than the threshold level, you will receive less, and possibly 90% less, than the original offering price of your securities at maturity.

All calculations with respect to any payments on the securities (whether upon automatic call or at maturity) will be rounded to the nearest one hundred-thousandth, with five one-millionths rounded upward (e.g., 0.000005 would be rounded to 0.00001); and such payment will be rounded to the nearest cent, with one-half cent rounded upward.

Market Linked Securities Auto-Callable with Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due January 4, 2021

Terms of the Securities (Continued)

Starting Level:	2249.26, which is the closing level of the Index on the pricing date.
Closing Level:	The closing level of the Index on any trading day means the official closing level of the Index reported by the index sponsor on such trading day, as obtained by the calculation agent on such trading day from the licensed third-party market data vendor contracted by the calculation agent at such time; in particular, taking into account the decimal precision and/or rounding convention employed by such licensed third-party market data vendor on such date. Currently, the calculation agent obtains market data from Thomson Reuters Ltd., but the calculation agent may change its market data vendor at any time without notice. The foregoing provisions of this definition of closing level are subject to the provisions set forth below under Additional Terms of the Securities Market Disruption Events, Adjustments to the Index and Discontinuance of t Index.
Ending Level:	The ending level will be the closing level of the Index on the final calculation day.
Threshold Level:	2024.334, which is equal to 90% of the starting level.
Postponement of a Calculation Day:	The call dates (including the final calculation day) are each referred to as a calculation day. If any calculation day is not a trading day, such calculation day will be postponed to the next succeeding trading day. A calculation day is also subject to postponement due to the occurrence of a market disruption event. See Additional Terms of the Securities Market Disruption Events. A trading day means a day, as determined by the calculation agent, on which (i) the relevant stock exchanges with respect to each security underlying the Index are scheduled to be open for trading for their respective regular trading sessions and (ii) each related futures or options exchange is scheduled to be open for trading for its regular trading session. The relevant stock exchange for any security underlying the Index means the primary exchange or quotation system on which such security is traded, as determined by the calculation agent. The related futures or options exchange for the Index means an exchange or quotation system where trading has a material effect (as determined by the calculation agent) on the overall market for futures or options contracts relating to the Index.

Calculation Agent:	Wells Fargo Securities, LLC
No Listing:	The securities will not be listed on any securities exchange or automated quotation system.
Material Tax Consequences:	For a discussion of the material U.S. federal income and certain estate tax consequences of the ownership and disposition of the securities, see United States Federal Tax Considerations.
Agent:	Wells Fargo Securities, LLC, a wholly owned subsidiary of Wells Fargo & Company. The agent may resell the securities to other securities dealers at the original offering price of the securities less a concession not in excess of $17.50 per security. Such securities dealers may include Wells Fargo Advisors (WFA) (the trade name of the retail brokerage business of our affiliates, Wells Fargo Clearing Services, LLC and Wells Fargo Advisors Financial Network, LLC). In addition to the concession allowed to WFA, WFS will pay $0.75 per security of the agent s discount to WFA as a distribution expense fee for each security sold by WFA. The agent or another affiliate of ours expects to realize hedging profits projected by its proprietary pricing models to the extent it assumes the risks inherent in hedging our obligations under the securities. If any dealer participating in the distribution of the securities or any of its affiliates conducts hedging activities for us in connection with the securities, that dealer or its affiliate will expect to realize a profit projected by its proprietary pricing models from such hedging activities. Any such projected profit will be in addition to any discount, concession or distribution expense fee received in connection with the sale of the securities to you.
Denominations:	$1,000 and any integral multiple of $1,000.
CUSIP:	94986R2U4

Market Linked Securities Auto-Callable with Fixed Percentage Buffered

Downside

Principal at Risk Securities Linked to the S&P 500® Index due January 4, 2021

Determining Timing and Amount of Payment on the Securities

The timing and amount of the payment you will receive will be determined as follows:

Market Linked Securities Auto-Callable with Fixed Percentage Buffered

Downside

Principal at Risk Securities Linked to the S&P 500® Index due January 4, 2021

Hypothetical Payout Profile

The following profile illustrates the potential payment on the securities for a range of hypothetical percentage changes in the closing level of the Index from the pricing date to the applicable call date (including the final calculation day). The profile is based on a call premium of 6.20% for the first call date, 12.40% for the second call date, 18.60% for the third call date and 24.80% for the fourth call date and a threshold level equal to 90% of the starting level. This profile has been prepared for purposes of illustration only. Your actual return will depend on (i) whether the securities are automatically called; (ii) if the securities are automatically called, the actual call date on which the securities are called; (iii) if the securities are not automatically called, the actual ending level of the Index; and (iv) whether you hold your securities to maturity or earlier automatic call.

Market Linked Securities Auto-Callable with Fixed Percentage Buffered

Downside

Principal at Risk Securities Linked to the S&P 500® Index due January 4, 2021

Risk Factors

The securities have complex features and investing in the securities will involve risks not associated with an investment in conventional debt securities. You should carefully consider the risk factors set forth below as well as the other information contained in this pricing supplement and the accompanying market measure supplement, prospectus supplement and prospectus, including the documents they incorporate by reference. As described in more detail below, the value of the securities may vary considerably before the stated maturity date due to events that are difficult to predict and are beyond our control. You should reach an investment decision only after you have carefully considered with your advisors the suitability of an investment in the securities in light of your particular circumstances.

If The Securities Are Not Automatically Called And The Ending Level Is Less Than The Threshold Level, You Will Receive Less, And Possibly 90% Less, Than The Original Offering Price Of Your Securities At Maturity.

We will not repay you a fixed amount on the securities at maturity. If the closing level of the Index is less than the starting level on each of the four call dates, the securities will not be automatically called, and you will receive a payment at maturity that will be equal to or less than the original offering price per security, depending on the ending level (i.e., the closing level of the Index on the final calculation day).

If the ending level is less than the threshold level, the payment you receive at maturity will be reduced by an amount equal to the decline in the level of the Index to the extent it is below the threshold level (expressed as a percentage of the starting level). The threshold level is 90% of the starting level. As a result, you may receive less, and possibly 90% less, than the original offering price per security at maturity, even if the level of the Index is greater than or equal to the starting level or the threshold level at certain times during the term of the securities.

If the securities are not automatically called, your return on the securities will be zero or negative, and therefore will be less than the return you would earn if you bought a traditional interest-bearing debt security of Wells Fargo or another issuer with a similar credit rating with the same stated maturity date.

No Periodic Interest Will Be Paid On The Securities.

No periodic payments of interest will be made on the securities. However, if the agreed-upon tax treatment is successfully challenged by the Internal Revenue Service (the IRS), you may be required to recognize taxable income over the term of the securities. You should review the section of this pricing supplement entitled United States Federal Tax Considerations.

The Potential Return On The Securities Is Limited To The Call Premium.

The potential return on the securities is limited to the applicable call premium, regardless of the performance of the Index. The Index may appreciate by significantly more than the percentage represented by the applicable call premium from the pricing date through the applicable call date, in which case an investment in the securities will underperform a hypothetical alternative investment providing a 1-to-1 return based on the performance of the Index. In addition, you will not receive the value of dividends or other distributions paid with respect to the Index. Furthermore, if the securities are called on an earlier call date, you will receive a lower call premium than if the securities were called on a later call date, and accordingly, if the securities are called on one of the three earlier call dates, you will not receive the highest potential call premium.

You Will Be Subject To Reinvestment Risk.

If your securities are automatically called early, the term of the securities may be reduced to as short as approximately one year. There is no guarantee that you would be able to reinvest the proceeds from an investment in the securities at a comparable return for a similar level of risk in the event the securities are automatically called prior to maturity.

The Securities Are Subject To The Credit Risk Of Wells Fargo.

The securities are our obligations and are not, either directly or indirectly, an obligation of any third party. Any amounts payable under the securities are subject to our creditworthiness, and you will have no ability to pursue any securities included in the Index for payment. As a result, our actual and perceived creditworthiness may affect the value of the securities and, in the event we were to default on our obligations, you may not receive any amounts owed to you under the terms of the securities.

The Estimated Value Of The Securities On The Pricing Date, Based On WFS s Proprietary Pricing Models, Is Less Than The Original Offering Price.

The original offering price of the securities includes certain costs that are borne by you. Because of these costs, the estimated value of the securities on the pricing date is less than the original offering price. The costs included in the original offering price relate to selling, structuring, hedging and issuing the securities, as well as to our funding considerations for debt of this type. The costs related to selling, structuring, hedging and issuing the securities include (i) the agent discount, (ii) the projected profit that our hedge counterparty (which may be one of our affiliates) expects to realize for assuming risks inherent in hedging our obligations under the securities and (iii) hedging and other costs relating to the offering of the securities. Our funding considerations are reflected in the fact

Market Linked Securities Auto-Callable with Fixed Percentage Buffered

Downside

Principal at Risk Securities Linked to the S&P 500® Index due January 4, 2021

Risk Factors (continued)

that we determine the economic terms of the securities based on an assumed funding rate that is generally lower than our secondary market rates. If the costs relating to selling, structuring, hedging and issuing the securities were lower, or if the assumed funding rate we use to determine the economic terms of the securities were higher, the economic terms of the securities would be more favorable to you and the estimated value would be higher.

The Estimated Value Of The Securities Is Determined By Our Affiliate s Pricing Models, Which May Differ From Those Of Other Dealers.

The estimated value of the securities was determined for us by WFS using its proprietary pricing models and related market inputs and assumptions referred to above under Investment Description Determining the estimated value. Certain inputs to these models may be determined by WFS in its discretion. WFS s views on these inputs may differ from other dealers views, and WFS s estimated value of the securities may be higher, and perhaps materially higher, than the estimated value of the securities that would be determined by other dealers in the market. WFS s models and its inputs and related assumptions may prove to be wrong and therefore not an accurate reflection of the value of the securities.

The Estimated Value Of The Securities Is Not An Indication Of The Price, If Any, At Which WFS Or Any Other Person May Be Willing To Buy The Securities From You In The Secondary Market.

The price, if any, at which WFS or any of its affiliates may purchase the securities in the secondary market will be based on WFS s proprietary pricing models and will fluctuate over the term of the securities as a result of changes in the market and other factors described in the next risk factor. Any such secondary market price for the securities will also be reduced by a bid-offer spread, which may vary depending on the aggregate face amount of the securities to be purchased in the secondary market transaction, and the expected cost of unwinding any related hedging transactions. Unless the factors described in the next risk factor change significantly in your favor, any such secondary market price for the securities is likely to be less than the original offering price.

If WFS or any of its affiliates makes a secondary market in the securities at any time up to the issue date or during the 4-month period following the issue date, the secondary market price offered by WFS or any of its affiliates will be increased by an amount reflecting a portion of the costs associated with selling, structuring, hedging and issuing the securities that are included in the original offering price. Because this portion of the costs is not fully deducted upon issuance, any secondary market price offered by WFS or any of its affiliates during this period will be higher than it would be if it were based solely on WFS s proprietary pricing models less the bid-offer spread and hedging unwind costs described above. The amount of this increase in the secondary market price will decline steadily to zero over this 4-month period. If you hold the securities through an account at WFS or any of its affiliates, we expect that this increase will also be reflected in the value indicated for the securities on your brokerage account statement. If you hold your securities through an account at a broker-dealer other than WFS or any of its affiliates, the value of the securities on your brokerage account statement may be different than if you held your securities at WFS or any of its affiliates, as discussed above under Investment Description.

The Value Of The Securities Prior To Stated Maturity Will Be Affected By Numerous Factors, Some Of Which Are Related In Complex Ways.

The value of the securities prior to stated maturity will be affected by the level of the Index at that time, interest rates at that time and a number of other factors, some of which are interrelated in complex ways. The effect of any one factor may be offset or magnified by the effect of another factor. The following factors, which we refer to as the derivative component factors, are expected to affect the value of the securities. When we refer to the value of your security, we mean the value that you could receive for your security if you are able to sell it in the open market before the stated maturity date.

Index Performance. The value of the securities prior to maturity will depend substantially on the level of the Index. The price at which you may be able to sell the securities before stated maturity may be at a discount, which could be substantial, from their original offering price, if the level of the Index at such time is less than, equal to or not sufficiently above the starting level or threshold level.

Interest Rates. The value of the securities may be affected by changes in the interest rates in the U.S. markets.

Volatility Of The Index. Volatility is the term used to describe the size and frequency of market fluctuations. The value of the securities may be affected if the volatility of the Index changes.

Time Remaining To Maturity. The value of the securities at any given time prior to maturity will likely be different from that which would be expected based on the then-current level of the Index. This difference will most likely reflect a discount due to expectations and uncertainty concerning the level of the Index during the period of time still remaining to the stated maturity date. In general, as the time remaining to maturity decreases, the value of the securities will approach the amount that would be payable at maturity based on the then-current level of the Index.

Risk Factors (continued)

Dividend Yields On Securities Included In The Index. The value of the securities may be affected by the dividend yields on securities included in the Index.

In addition to the derivative component factors, the value of the securities will be affected by actual or anticipated changes in our creditworthiness, as reflected in our secondary market rates. The value of the securities will also be limited by the automatic call feature because if the securities are automatically called, the return will not be greater than the applicable call premium. You should understand that the impact of one of the factors specified above, such as a change in interest rates, may offset some or all of any change in the value of the securities attributable to another factor, such as a change in the level of the Index. Because numerous factors are expected to affect the value of the securities, changes in the level of the Index may not result in a comparable change in the value of the securities.

The Securities Will Not Be Listed On Any Securities Exchange And We Do Not Expect A Trading Market For The Securities To Develop.

The securities will not be listed or displayed on any securities exchange or any automated quotation system. Although the agent and/or its affiliates may purchase the securities from holders, they are not obligated to do so and are not required to make a market for the securities. There can be no assurance that a secondary market will develop. Because we do not expect that any market makers will participate in a secondary market for the securities, the price at which you may be able to sell your securities is likely to depend on the price, if any, at which the agent is willing to buy your securities.

If a secondary market does exist, it may be limited. Accordingly, there may be a limited number of buyers if you decide to sell your securities prior to stated maturity. This may affect the price you receive upon such sale. Consequently, you should be willing to hold the securities to stated maturity.

Historical Levels Of The Index Should Not Be Taken As An Indication Of The Future Performance Of The Index During The Term Of The Securities.

The trading prices of the securities included in the Index will determine the closing level of the Index and, therefore, whether the securities will be automatically called on any of the call dates (including the final calculation day) or the amount payable to you at maturity. As a result, it is impossible to predict whether the closing level of the Index will fall or rise compared to its starting level. Trading prices of the securities included in the Index will be influenced by complex and interrelated political, economic, financial and other factors that can affect the markets in which those securities are traded and the values of those securities themselves. Accordingly, any historical levels of the Index do not provide an indication of the future performance of the Index.

Changes That Affect The Index May Adversely Affect The Value Of The Securities And The Amount You Will Receive At Stated Maturity.

The policies of the index sponsor concerning the calculation of the Index and the addition, deletion or substitution of securities comprising the Index and the manner in which the index sponsor takes account of certain changes affecting such securities may affect the level of the Index and, therefore, may affect the value of the securities, the likelihood of the occurrence of an automatic call and the amount payable at maturity. The index sponsor may discontinue or suspend calculation or dissemination of the Index or materially alter the methodology by which it calculates the Index. Any such actions could adversely affect the value of the securities.

We Cannot Control Actions By Any Of The Unaffiliated Companies Whose Securities Are Included In The Index.

Actions by any company whose securities are included in the Index may have an adverse effect on the price of its security, the closing level of the Index on any call date (including the final calculation day) and the value of the securities. We are currently one of the companies included in the Index, but we are not affiliated with any of the other companies included in the Index. These unaffiliated companies included in the Index will not be involved in the offering of the securities and will have no obligations with respect to the securities, including any obligation to take our or your interests into consideration for any reason. These companies will not receive any of the proceeds of the offering of the securities and will not be responsible for, and will not have participated in, the determination of the timing of, prices for, or quantities of, the securities to be issued. These companies will not be involved with the administration, marketing or trading of the securities and will have no obligations with respect to any amounts to be paid to you on the securities.

We And Our Affiliates Have No Affiliation With The Index Sponsor And Have Not Independently Verified Its Public Disclosure Of Information.

We and our affiliates are not affiliated in any way with the index sponsor and have no ability to control or predict its actions, including any errors in or discontinuation of disclosure regarding the methods or policies relating to the calculation of the Index. We have derived the information about the index sponsor and the Index contained in this pricing supplement and the accompanying market measure supplement from publicly available information, without independent verification. You, as an investor in the securities, should make your own investigation into the Index and the index sponsor. The index sponsor is not involved in the offering of the

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Risk Factors (continued)

securities made hereby in any way and has no obligation to consider your interests as an owner of the securities in taking any actions that might affect the value of the securities.

A Call Settlement Date And The Stated Maturity Date May Be Postponed If A Calculation Day Is Postponed.

A calculation day (including the final calculation day) will be postponed if the applicable originally scheduled calculation day is not a trading day or if the calculation agent determines that a market disruption event has occurred or is continuing on that calculation day. If such a postponement occurs with respect to a calculation day other than the final calculation day, then the related call settlement date will be postponed. If such a postponement occurs with respect to the final calculation day, the stated maturity date will be the later of (i) the initial stated maturity date and (ii) three business days after the postponed final calculation day.

Our Economic Interests And Those Of Any Dealer Participating In The Offering Are Potentially Adverse To Your Interests.

You should be aware of the following ways in which our economic interests and those of any dealer participating in the distribution of the securities, which we refer to as a participating dealer, are potentially adverse to your interests as an investor in the securities. In engaging in certain of the activities described below, our affiliates or any participating dealer or its affiliates may take actions that may adversely affect the value of and your return on the securities, and in so doing they will have no obligation to consider your interests as an investor in the securities. Our affiliates or any participating dealer or its affiliates may realize a profit from these activities even if investors do not receive a favorable investment return on the securities.

The calculation agent is our affiliate and may be required to make discretionary judgments that affect the return you receive on the securities. WFS, which is our affiliate, will be the calculation agent for the securities. As calculation agent, WFS will determine the closing level of the Index on each calculation day and whether the securities are automatically called, and may be required to make other determinations that affect the return you receive on the securities. In making these determinations, the calculation agent may be required to make discretionary judgments, including determining whether a market disruption event has occurred on a scheduled calculation day, which may result in postponement of that calculation day; determining the closing level of the Index if a calculation day is postponed to the last day to which it may be postponed and a market disruption event occurs on that day; if the Index is discontinued, selecting a successor index or, if no successor index is available, determining the closing level of the Index on the applicable calculation day; and determining whether to adjust the closing level of the Index on a calculation day in the event of certain changes in or modifications to the Index. In making these discretionary judgments, the fact that WFS is our affiliate may cause it to have economic interests that are adverse to your interests as an investor in the securities, and WFS s determinations as calculation agent may adversely affect your return on the securities.

The estimated value of the securities was calculated by our affiliate and is therefore not an independent third-party valuation. WFS calculated the estimated value of the securities set forth on the cover page of this pricing supplement, which involved discretionary judgments by WFS, as described under Risk Factors The Estimated Value Of The Securities Is Determined By Our Affiliate s Pricing Models, Which May Differ From Those Of Other Dealers above. Accordingly, the estimated value of the securities set forth on the cover page of this pricing supplement is not an independent third-party valuation.

Research reports by our affiliates or any participating dealer or its affiliates may be inconsistent with an investment in the securities and may adversely affect the level of the Index. Our affiliates or any participating dealer in the offering of the securities or its affiliates may, at present or in the future, publish research reports on the Index or the companies whose securities are included in the Index. This research is modified from time to time without notice and may, at present or in the future, express opinions or provide recommendations that are inconsistent with purchasing or holding the securities. Any research reports on the Index or the companies whose securities are included in the Index could adversely affect the level of the Index and, therefore, adversely affect the value of and your return on the securities. You are encouraged to derive information concerning the Index from multiple sources and should not rely on the views expressed by us or our affiliates or any participating dealer or its affiliates. In addition, any research reports on the Index or the companies whose securities are included in the Index published on or prior to the pricing date could result in an increase in the level of the Index on the pricing date, which would adversely affect investors in the securities by increasing the level at which the Index must close on a calculation day in order for investors in the securities to receive a favorable return.

Business activities of our affiliates or any participating dealer or its affiliates with the companies whose securities are included in the Index may adversely affect the level of the Index. Our affiliates or any participating dealer or its affiliates may, at present or in the future, engage in business with the companies whose securities are included in the Index, including making loans to those companies (including exercising creditors remedies with respect to such loans), making equity investments in those companies or providing investment banking, asset management or other advisory services to those companies. These business activities could adversely affect the level of the Index and, therefore, adversely affect the value of

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Risk Factors (continued)

and your return on the securities. In addition, in the course of these business activities, our affiliates or any participating dealer or its affiliates may acquire non-public information about one or more of the companies whose securities are included in the Index. If our affiliates or any participating dealer or its affiliates do acquire such non-public information, we and they are not obligated to disclose such non-public information to you.

Hedging activities by our affiliates or any participating dealer or its affiliates may adversely affect the level of the Index. We expect to hedge our obligations under the securities through one or more hedge counterparties, which may include our affiliates or any participating dealer or its affiliates. Pursuant to such hedging activities, our hedge counterparties may acquire securities included in the Index or listed or over-the-counter derivative or synthetic instruments related to the Index or such securities. Depending on, among other things, future market conditions, the aggregate amount and the composition of such positions are likely to vary over time. To the extent that our hedge counterparties have a long hedge position in any of the securities included in the Index, or derivative or synthetic instruments related to the Index or such securities, they may liquidate a portion of such holdings at or about the time of a calculation day or at or about the time of a change in the securities included in the Index. These hedging activities could potentially adversely affect the level of the Index and, therefore, adversely affect the value of and your return on the securities.

Trading activities by our affiliates or any participating dealer or its affiliates may adversely affect the level of the Index. Our affiliates or any participating dealer or its affiliates may engage in trading in the securities included in the Index and other instruments relating to the Index or such securities on a regular basis as part of their general broker-dealer and other businesses. Any of these trading activities could potentially adversely affect the level of the Index and, therefore, adversely affect the value of and your return on the securities.

A participating dealer or its affiliates may realize hedging profits projected by its proprietary pricing models in addition to any selling concession and/or distribution expense fee, creating a further incentive for the participating dealer to sell the securities to you. If any participating dealer or any of its affiliates conducts hedging activities for us in connection with the securities, that participating dealer or its affiliates will expect to realize a projected profit from such hedging activities and this projected profit will be in addition to any concession and/or distribution expense fee that the participating dealer realizes for the sale of the securities to you. This additional projected profit may create a further incentive for the participating dealer to sell the securities to you.

The U.S. Federal Tax Consequences Of An Investment In The Securities Are Unclear.

There is no direct legal authority regarding the proper U.S. federal tax treatment of the securities, and we do not plan to request a ruling from the IRS. Consequently, significant aspects of the tax treatment of the securities are uncertain, and the IRS or a court might not agree with the treatment of the securities as prepaid derivative contracts that are open transactions for U.S. federal income tax purposes. If the IRS were successful in asserting an alternative treatment of the securities, the tax consequences of the ownership and disposition of the securities might be materially and adversely affected.

Furthermore, Section 871(m) of the Internal Revenue Code imposes a withholding tax of up to 30% on dividend equivalents paid to non-U.S. investors in respect of certain financial instruments linked to U.S. equities. In light of an IRS notice providing a general exemption for non-delta-one financial instruments issued in 2017, the securities should not be subject to withholding under Section 871(m). However, the IRS could challenge this conclusion.

In addition, in 2007 the U.S. Treasury Department and the IRS released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of prepaid forward contracts and similar instruments. Any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the securities, including the character and timing of income or loss and the degree, if any, to which income realized by non-U.S. persons should be subject to withholding tax, possibly with retroactive effect. You should read carefully the discussion under United States Federal Tax Considerations in this pricing supplement. You should also consult your tax adviser regarding the U.S. federal tax consequences of an investment in the securities, as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

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Hypothetical Returns

If the securities are automatically called:

Assuming that the securities are automatically called, the following table illustrates, for each hypothetical call date on which the securities are automatically called:

- the hypothetical payment per security on the related call settlement date;
- the hypothetical pre-tax total rate of return; and
- the hypothetical pre-tax annualized rate of return.

Hypothetical call date on which securities are automatically called	Hypothetical payment per security on related call settlement date	Hypothetical pre-tax total rate of return	Hypothetical pre-tax annualized rate of return(1)
1st call date	$1,062.00	6.20%	5.99%
2nd call date	$1,124.00	12.40%	5.87%
3rd call date	$1,186.00	18.60%	5.72%
4th call date	$1,248.00	24.80%	5.61%

(1) The annualized rates of return are calculated with compounding on a semi-annual basis.

If the securities are not automatically called:

Assuming that the securities are not automatically called, the following table illustrates, for a range of hypothetical ending levels of the Index:

- the hypothetical percentage change from the starting level to the hypothetical ending level;
- the hypothetical payment at stated maturity per security;
- the hypothetical pre-tax total rate of return; and

the hypothetical pre-tax annualized rate of return.

Hypothetical ending level	Hypothetical percentage change from the starting level to the hypothetical ending level	Hypothetical payment at stated maturity per security	Hypothetical pre-tax total rate of return	Hypothetical pre-tax annualized rate of return[(1)]
2136.80	-5.00%	$1,000.00	0.00%	0.00%
2024.334	-10.00%	$1,000.00	0.00%	0.00%
2001.84	-11.00%	$990.00	-1.00%	-0.25%
1799.41	-20.00%	$900.00	-10.00%	-2.61%
1686.95	-25.00%	$850.00	-15.00%	-4.02%
1124.63	-50.00%	$600.00	-40.00%	-12.36%
562.32	-75.00%	$350.00	-65.00%	-24.58%
0.00	-100.00%	$100.00	-90.00%	-49.99%

(1) The annualized rates of return are calculated with compounding on a semi-annual basis.

The above figures are for purposes of illustration only and may have been rounded for ease of analysis. The actual amount you will receive upon an automatic call or at stated maturity and the resulting pre-tax rate of return will depend on (i) whether the securities are automatically called; (ii) if the securities are automatically called, the actual call date on which the securities are called; and (iii) if the securities are not automatically called, the actual ending level.

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Hypothetical Payment at Maturity

If the closing level of the Index is less than the starting level on each of the first three call dates, the securities will not be automatically called prior to the final calculation day, and you will receive a payment at maturity that will be greater than, equal to or less than the original offering price per security, depending on the ending level (i.e., the closing level of the Index on the final calculation day). Set forth below are three examples of calculations of the payment at stated maturity, assuming that the securities have not been automatically called on any of the first three call dates and assuming the hypothetical ending levels indicated in the examples. These examples are for purposes of illustration only and the values used in the examples may have been rounded for ease of analysis.

Example 1. Ending level is greater than the starting level, the securities are automatically called on the final calculation day and the payment at maturity is equal to the original offering price plus the applicable call premium:

Starting level: 2249.26

Hypothetical ending level: 2924.04

Since the hypothetical ending level is greater than the starting level, the securities are automatically called on the final calculation day and you will receive the original offering price of your securities plus a call premium of 24.80% of the original offering price per security. Even though the Index appreciated by 30.00% from its starting level to its ending level in this example, your return is limited to the call premium of 24.80% that is applicable to the final calculation day.

On the stated maturity date, you would receive $1,248.00 per security.

Example 2. Ending level is less than the starting level but greater than the threshold level and the payment at maturity is equal to the original offering price:

Starting level: 2249.26

Hypothetical ending level: 2136.80

Threshold level: 2024.334, which is 90% of the starting level

Since the hypothetical ending level is less than the starting level, but not by more than 10%, you would not lose any of the original offering price of your securities.

On the stated maturity date, you would receive $1,000.00 per security.

Example 3. Ending level is less than the threshold level and the payment at maturity is less than the original offering price:

Starting level: 2249.26

Hypothetical ending level: 1124.63

Threshold level: 2024.334, which is 90% of the starting level

Since the hypothetical ending level is less than the starting level by more than 10%, you would lose a portion of the original offering price of your securities and receive a payment at maturity equal to:

$$\$1,000 \qquad \$1,000 \times \frac{2024.334 \quad 1124.63}{2249.26} = \$600.00$$

On the stated maturity date, you would receive $600.00 per security, resulting in a loss of 40.00%.

To the extent that the ending level differs from the values assumed above, the results indicated above would be different.

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Additional Terms of the Securities

Wells Fargo will issue the securities as part of a series of senior unsecured debt securities entitled Medium-Term Notes, Series K, which is more fully described in the prospectus supplement. Information included in this pricing supplement supersedes information in the market measure supplement, prospectus supplement and prospectus to the extent that it is different from that information.

Calculation Agent

Wells Fargo Securities, LLC, one of our subsidiaries, will act as initial calculation agent for the securities and may appoint agents to assist it in the performance of its duties. Pursuant to the calculation agent agreement, we may appoint a different calculation agent without your consent and without notifying you.

The calculation agent will determine whether the securities are automatically called on any of the call dates and the amount of the payment you receive upon automatic call or at stated maturity. In addition, the calculation agent will, among other things:

- determine whether a market disruption event has occurred;
- determine the closing level of the Index under certain circumstances;
- determine if adjustments are required to the closing level of the Index under various circumstances; and
- if publication of the Index is discontinued, select a successor equity index (as defined below) or, if no successor equity index is available, determine the closing level of the Index.

All determinations made by the calculation agent will be at the sole discretion of the calculation agent and, in the absence of manifest error, will be conclusive for all purposes and binding on us and you. The calculation agent will have no liability for its determinations.

Market Disruption Events

A market disruption event means any of the following events as determined by the calculation agent in its sole discretion:

(A) The occurrence or existence of a material suspension of or limitation imposed on trading by the relevant stock exchanges or otherwise relating to securities which then comprise 20% or more of the level of the

Index or any successor equity index at any time during the one-hour period that ends at the close of trading on that day, whether by reason of movements in price exceeding limits permitted by those relevant stock exchanges or otherwise.

(B) The occurrence or existence of a material suspension of or limitation imposed on trading by any related futures or options exchange or otherwise in futures or options contracts relating to the Index or any successor equity index on any related futures or options exchange at any time during the one-hour period that ends at the close of trading on that day, whether by reason of movements in price exceeding limits permitted by the related futures or options exchange or otherwise.

(C) The occurrence or existence of any event, other than an early closure, that materially disrupts or impairs the ability of market participants in general to effect transactions in, or obtain market values for, securities that then comprise 20% or more of the level of the Index or any successor equity index on their relevant stock exchanges at any time during the one-hour period that ends at the close of trading on that day.

(D) The occurrence or existence of any event, other than an early closure, that materially disrupts or impairs the ability of market participants in general to effect transactions in, or obtain market values for, futures or options contracts relating to the Index or any successor equity index on any related futures or options exchange at any time during the one-hour period that ends at the close of trading on that day.

(E) The closure on any exchange business day of the relevant stock exchanges on which securities that then comprise 20% or more of the level of the Index or any successor equity index are traded or any related futures or options exchange prior to its scheduled closing time unless the earlier closing time is announced by the relevant stock exchange or related futures or options exchange, as applicable, at least one hour prior to the earlier of (1) the actual closing time for the regular trading session on such relevant stock exchange or related futures or options exchange, as applicable, and (2) the submission deadline for orders to be entered into the relevant stock exchange or related futures or options exchange, as applicable, system for execution at such actual closing time on that day.

(F) The relevant stock exchange for any security underlying the Index or successor equity index or any related futures or options exchange fails to open for trading during its regular trading session.

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Additional Terms of the Securities (Continued)

For purposes of determining whether a market disruption event has occurred:

(1) the relevant percentage contribution of a security to the level of the Index or any successor equity index will be based on a comparison of (x) the portion of the level of such index attributable to that security and (y) the overall level of the Index or successor equity index, in each case immediately before the occurrence of the market disruption event;

(2) the close of trading on any trading day for the Index or any successor equity index means the scheduled closing time of the relevant stock exchanges with respect to the securities underlying the Index or successor equity index on such trading day; provided that, if the actual closing time of the regular trading session of any such relevant stock exchange is earlier than its scheduled closing time on such trading day, then (x) for purposes of clauses (A) and (C) of the definition of market disruption event above, with respect to any security underlying the Index or successor equity index for which such relevant stock exchange is its relevant stock exchange, the close of trading means such actual closing time and (y) for purposes of clauses (B) and (D) of the definition of market disruption event above, with respect to any futures or options contract relating to the Index or successor equity index, the close of trading means the latest actual closing time of the regular trading session of any of the relevant stock exchanges, but in no event later than the scheduled closing time of the relevant stock exchanges;

(3) the scheduled closing time of any relevant stock exchange or related futures or options exchange on any trading day for the Index or any successor equity index means the scheduled weekday closing time of such relevant stock exchange or related futures or options exchange on such trading day, without regard to after hours or any other trading outside the regular trading session hours; and

(4) an exchange business day means any trading day for the Index or any successor equity index on which each relevant stock exchange for the securities underlying the Index or any successor equity index and each related futures or options exchange are open for trading during their respective regular trading sessions, notwithstanding any such relevant stock exchange or related futures or options exchange closing prior to its scheduled closing time.

If a market disruption event occurs or is continuing on any calculation day, then such calculation day will be postponed to the first succeeding trading day on which a market disruption event has not occurred and is not continuing; however, if such first succeeding trading day has not occurred as of the eighth trading day after the originally scheduled calculation day, that eighth trading day shall be deemed to be the calculation day. If a calculation day has been postponed eight trading days after the originally scheduled calculation day and a market disruption event occurs or is continuing with respect to the Index on such eighth trading day, the calculation agent will determine the closing level of the Index on such eighth trading day in accordance with the formula for and method of calculating the closing level of the Index last in effect prior to commencement of the market disruption event, using the closing price (or, with respect to any relevant security, if a market disruption event has occurred with respect to such security, its good faith estimate of the value of such security at the scheduled closing time of the relevant stock exchange for such security or, if earlier, the actual closing time of the regular trading session of such relevant stock exchange) on such date of each security included in the Index. As used herein, closing price means, with respect to any security on any date, the relevant stock exchange traded or quoted price of such security as of the scheduled closing time of the relevant stock exchange for such security or, if earlier, the actual closing time of the regular trading session of such relevant stock exchange.

Adjustments to the Index

If at any time the sponsor or publisher of the Index (the index sponsor) makes a material change in the formula for or the method of calculating the Index, or in any other way materially modifies the Index (other than a modification prescribed in that formula or method to maintain the Index in the event of changes in constituent stock and capitalization and other routine events), then, from and after that time, the calculation agent will, at the close of business in New York, New York, on each date that the closing level of the Index is to be calculated, calculate a substitute closing level of the Index in accordance with the formula for and method of calculating the Index last in effect prior to the change, but using only those securities that comprised the Index immediately prior to that change. Accordingly, if the method of calculating the Index is modified so that the level of the Index is a fraction or a multiple of what it would have been if it had not been modified, then the calculation agent will adjust the Index in order to arrive at a level of the Index as if it had not been modified.

Discontinuance of the Index

If the index sponsor discontinues publication of the Index, and such index sponsor or another entity publishes a successor or substitute equity index that the calculation agent determines, in its sole discretion, to be comparable to the Index (a successor equity index), then, upon the calculation agent s notification of that determination to the trustee and Wells Fargo, the calculation agent will substitute the successor equity index as calculated by the relevant index sponsor or any other entity for purposes of calculating the closing level of the Index on any date of determination. Upon any selection by the calculation agent of a successor equity index, Wells Fargo will cause notice to be given to holders of the securities.

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Additional Terms of the Securities (Continued)

In the event that the index sponsor discontinues publication of the Index prior to, and the discontinuance is continuing on, a calculation day and the calculation agent determines that no successor equity index is available at such time, the calculation agent will calculate a substitute closing level for the Index in accordance with the formula for and method of calculating the Index last in effect prior to the discontinuance, but using only those securities that comprised the Index immediately prior to that discontinuance. If a successor equity index is selected or the calculation agent calculates a level as a substitute for the Index, the successor equity index or level will be used as a substitute for the Index for all purposes, including the purpose of determining whether a market disruption event exists.

If on a calculation day the index sponsor fails to calculate and announce the level of the Index, the calculation agent will calculate a substitute closing level of the Index in accordance with the formula for and method of calculating the Index last in effect prior to the failure, but using only those securities that comprised the Index immediately prior to that failure; *provided* that, if a market disruption event occurs or is continuing on such day, then the provisions set forth above under Market Disruption Events shall apply in lieu of the foregoing.

Notwithstanding these alternative arrangements, discontinuance of the publication of, or the failure by the index sponsor to calculate and announce the level of, the Index may adversely affect the value of the securities.

Events of Default and Acceleration

If an event of default with respect to the securities has occurred and is continuing, the amount payable to a holder of a security upon any acceleration permitted by the securities, with respect to each security, will be equal to the amount payable on the securities on the maturity date, calculated as provided herein, as though the date of acceleration were the final calculation day; provided that if the closing level of the Index on the date of acceleration is equal to or greater than the starting level, then the amount payable on the securities will be calculated using a call premium that is prorated to the date of acceleration.

The S&P 500® Index

The S&P 500 Index is an equity index that is intended to provide an indication of the pattern of common stock price movement in the large capitalization segment of the United States equity market. Wells Fargo & Company is one of the companies currently included in the S&P 500 Index. See Description of Equity Indices The S&P 500® Index in the accompanying market measure supplement for additional information about the S&P 500 Index. In addition to the criteria for addition to the S&P 500 Index set forth in the accompanying market measure supplement, a company must have a primary listing to its common stock on the NYSE, NYSE Arca, NYSE MKT, NASDAQ Global Select Market, NASDAQ Select Market, NASDAQ Capital Market, Bats BZX, Bats BYX, Bats EDGA or Bats EDGX.

Historical Information

We obtained the closing levels listed below from Bloomberg Financial Markets without independent verification.

The historical performance of the Index should not be taken as an indication of the future performance of the Index during the term of the securities.

The following graph sets forth daily closing levels of the Index on each day in the period from January 1, 2006 through December 29, 2016. The closing level on December 29, 2016 was 2249.26.

Market Linked Securities Auto-Callable with Fixed Percentage Buffered

Downside

Principal at Risk Securities Linked to the S&P 500® Index due January 4, 2021

The S&P 500® Index (Continued)

The following table sets forth the high and low closing levels, as well as end-of-period closing levels, of the Index for each quarter in the period from January 1, 2006 through September 30, 2016 and for the period from October 1, 2016 to December 29, 2016.

	High	Low	Last
2006			
First Quarter	1307.25	1254.78	1294.83
Second Quarter	1325.76	1223.69	1270.20
Third Quarter	1339.15	1234.49	1335.85
Fourth Quarter	1427.09	1331.32	1418.30
2007			
First Quarter	1459.68	1374.12	1420.86
Second Quarter	1539.18	1424.55	1503.35
Third Quarter	1553.08	1406.70	1526.75
Fourth Quarter	1565.15	1407.22	1468.36
2008			
First Quarter	1447.16	1273.37	1322.70
Second Quarter	1426.63	1278.38	1280.00
Third Quarter	1305.32	1106.39	1166.36
Fourth Quarter	1161.06	752.44	903.25
2009			
First Quarter	934.70	676.53	797.87
Second Quarter	946.21	811.08	919.32
Third Quarter	1071.66	879.13	1057.08
Fourth Quarter	1127.78	1025.21	1115.10
2010			
First Quarter	1174.17	1056.74	1169.43
Second Quarter	1217.28	1030.71	1030.71
Third Quarter	1148.67	1022.58	1141.20
Fourth Quarter	1259.78	1137.03	1257.64
2011			
First Quarter	1343.01	1256.88	1325.83
Second Quarter	1363.61	1265.42	1320.64
Third Quarter	1353.22	1119.46	1131.42
Fourth Quarter	1285.09	1099.23	1257.60
2012			
First Quarter	1416.51	1277.06	1408.47

Second Quarter	1419.04	1278.04	1362.16
Third Quarter	1465.77	1334.76	1440.67
Fourth Quarter	1461.40	1353.33	1426.19
2013			
First Quarter	1569.19	1457.15	1569.19
Second Quarter	1669.16	1541.61	1606.28
Third Quarter	1725.52	1614.08	1681.55
Fourth Quarter	1848.36	1655.45	1848.36
2014			
First Quarter	1878.04	1741.89	1872.34
Second Quarter	1962.87	1815.69	1960.23
Third Quarter	2011.36	1909.57	1972.29
Fourth Quarter	2090.57	1862.49	2058.90
2015			
First Quarter	2117.39	1992.67	2067.89
Second Quarter	2130.82	2057.64	2063.11
Third Quarter	2128.28	1867.61	1920.03
Fourth Quarter	2109.79	1923.82	2043.94
2016			
First Quarter	2063.95	1829.08	2059.74
Second Quarter	2119.12	2000.54	2098.86
Third Quarter	2190.15	2088.55	2168.27
October 1, 2016 to December 29, 2016	2271.72	2085.18	2249.26

Market Linked Securities Auto-Callable with Fixed Percentage Buffered

Downside

Principal at Risk Securities Linked to the S&P 500® Index due January 4, 2021

Benefit Plan Investor Considerations

Each fiduciary of a pension, profit-sharing or other employee benefit plan to which Title I of the Employee Retirement Income Security Act of 1974 (ERISA) applies (a plan), should consider the fiduciary standards of ERISA in the context of the plan s particular circumstances before authorizing an investment in the securities. Accordingly, among other factors, the fiduciary should consider whether the investment would satisfy the prudence and diversification requirements of ERISA and would be consistent with the documents and instruments governing the plan. When we use the term holder in this section, we are referring to a beneficial owner of the securities and not the record holder.

Section 406 of ERISA and Section 4975 of the Code prohibit plans, as well as individual retirement accounts and Keogh plans to which Section 4975 of the Code applies (also plans), from engaging in specified transactions involving plan assets with persons who are parties in interest under ERISA or disqualified persons under the Code (collectively parties in interest) with respect to such plan. A violation of those prohibited transaction rules may result in an excise tax or other liabilities under ERISA and/or Section 4975 of the Code for such persons, unless statutory or administrative exemptive relief is available. Therefore, a fiduciary of a plan should also consider whether an investment in the securities might constitute or give rise to a prohibited transaction under ERISA and the Code.

Employee benefit plans that are governmental plans, as defined in Section 3(32) of ERISA, certain church plans, as defined in Section 3(33) of ERISA, and foreign plans, as described in Section 4(b)(4) of ERISA (collectively, Non-ERISA Arrangements), are not subject to the requirements of ERISA, or Section 4975 of the Code, but may be subject to similar rules under other applicable laws or regulations (Similar Laws).

We and our affiliates may each be considered a party in interest with respect to many plans. Special caution should be exercised, therefore, before the securities are purchased by a plan. In particular, the fiduciary of the plan should consider whether statutory or administrative exemptive relief is available. The U.S. Department of Labor has issued five prohibited transaction class exemptions (PTCEs) that may provide exemptive relief for direct or indirect prohibited transactions resulting from the purchase or holding of the securities. Those class exemptions are:

Michael E. Besselievre	6,000	4,000(1)	32.3400	5/22/2016	5/01/2008	400	13,024
	1,200	1,800(1)	35.1800	5/01/2017	4/01/2009	900	29,304
	460	1,840(1)	28.7500	5/01/2018			
	0	4,000(1)	22.2500	4/01/2019			

(1) The stock option award vests 20% per year beginning on the first anniversary of the grant date.

(2) The restricted stock awards vest in five equal increments on the first five anniversaries of the grant date and pay dividend equivalents.

(3) The market value of the restricted stock awards that have not vested were determined by multiplying the closing market price of the Company s Common stock on December 31, 2009 ($32.56) by the number of restricted shares.

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Option Exercises and Stock Vested

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)(1)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($)(2)**
Russell A. Colombo			250	6,475
Christina J. Cook			100	2,590
Kevin K. Coonan			100	2,590
Peter Pelham			100	2,590
Michael E. Besselievre			100	2,590

(1) The value realized on exercise is the difference between the closing price of the Company s Common Stock on the date of exercise and the exercise price of the options multiplied by the number of shares acquired on exercise.

(2) The value realized on vesting is the closing price of the Company s Common Stock on the date of vesting multiplied by the number of shares vested.

Nonqualified Deferred Compensation for 2009

This plan is intended for a select group of employees of the Company who are in the highest salary band. Employees can defer up to 80% of base salary and up to 100% of bonus compensation into the plan. These are considered irrevocable elections and stay in place for the entire calendar year. The Company does not make any employer contributions to this plan, and employees are always 100% vested in their contributions.

Named executive officers also make an election for distributions from the plan at termination.

Name	**Executive Contributions in Last FY ($)(1)**	**Registrants Contributions in Last FY ($)**	**Aggregate Earnings in Last FY ($)(1)**	**Aggregate Withdrawals/ Distributions ($)**	**Aggregate Balance at Last FYE ($)(2)**
Russell A. Colombo	$ 71,791.94		$ 26,923.86		$ 877,202.90
Christina J. Cook					
Peter Pelham	$ 39,920.16		$ 4,681.31		$ 161,304.10
Kevin K. Coonan					
Michael E. Besselievre					

(1) These amounts reflect a portion of each executive s 2009 compensation, which is fully disclosed in the Summary Compensation Table of this proxy statement.

(2) These amounts reflect a portion of each executive s compensation previously reported in the Summary Compensation Table.

Potential Payments Upon Termination or Change in Control

Set forth below is a description of the plans and agreements that could result in potential payments to the named executive officers in the case of their termination of employment and/or a change in control.

Change in Control Agreements

Each named executive officer has signed a Change in Control Agreement. The circumstances that would trigger payment(s) or the provision of other benefits, including perquisites and health care benefits under the Change in Control Agreement are: i) a Change in Control (defined in accordance with Section 409A of the Internal Revenue Code) followed by, ii) the occurrence within one year after the Change in Control of a subsequent Good Reason, including:

Without the executive s express written consent, an adverse change in executive s position or title, the assignment to the executive of any duties or responsibilities inconsistent with the executive s position or removal of the executive from or any failure to re-elect the executive to any of such positions;

A reduction of the executive s base salary;

A 20% or greater reduction in non-salary benefits;

Failure of the Company to obtain the assumption of the change in control agreement by any successor; or

Requirement by the Company that the executive be based anywhere other than within 40 miles of the current location in Novato, California.

In the event of a change in control, unvested options immediately vest, and the Company shall pay to executive as severance pay (and without regard to the provisions of any benefit plan) in a lump sum on the fifth day following the date of termination, the average salary of the executive for the last three full years of service multiplied by executive s Seniority Factor (CEO 2.25 times; EVP 1.50 times); the executive s annual bonus for the previous year; and, the executive s health premiums under COBRA for 18 months and Dental/Vision premiums under COBRA for 12 months.

The table below quantifies the estimated payments and benefits that would be provided to our named executive officers in connection with the termination of his or her employment under the provisions of the Change in Control Agreements.

In all cases, the information assumes that the triggering event occurred on the last day of fiscal year 2009, and the price per share of the Company s common stock is the closing market price as of that date (which was $32.56).

Named Executive	Value of Salary Component ($)	Value of Bonus Component ($)	Value of Benefits COBRA ($)	Incremental Market Value of Accelerated Restricted Stock Awards ($)	Incremental Market Value of Accelerated Stock Option Awards (1)($)
Russell A. Colombo	$ 632,515	$ 124,000	418,102	107,448	476,678
Christina J. Cook	$ 255,772	$ 50,000		42,328	190,150
Kevin K. Coonan	$ 248,323	$ 58,000	$ 26,352	42,328	190,150
Peter Pelham	$ 241,967	$ 45,000	$ 11,215	42,328	190,150
Michael E. Besselievre	$ 238,772	$ 45,000	$ 10,734	42,328	320,390

(1) Includes unvested, in-the-money stock option awards as of December 31, 2009.

Termination/Retirement/Disability/Death

Termination - Vested options may be exercised within 90 days of termination. Deferred compensation account balances will be distributed six months after separation, following the executive s distribution elections.

Retirement - Vested options may be exercised within 90 days of separation. Deferred compensation account balances will be distributed six months after separation, following the executive s distribution elections.

Disability - Vested options shall remain exercisable for a 12-month period, commencing with the date of such cessation of employment status. Deferred compensation account balances will be distributed six months after separation, following executive s distribution elections.

Death - Vested options shall remain exercisable upon the earlier of (a) expiration of the 12-month period measured from the date of executive s death or (b) the expiration date of the option term. Deferred compensation account balances will be distributed six months after executive s death, following the executive s distribution elections. Benefits of 1.5 times executive s salary (at the time of death) will be payable to the beneficiary of record.

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Employment Contracts

There are no employment contracts between the Company or the Bank and their executive officers except Bank of Marin Bancorp has an employment agreement with Russell A. Colombo, its President and Chief Executive Officer. The agreement has a two-year term commencing on December 1, 2008, and renews annually on December 1st of each year unless a party gives written notice to the other within certain time periods. The agreement establishes a base salary of $281,036 and allows for an increase annually. As of December 31, 2009 the base salary was $289,467. The agreement also provides the potential to earn an annual incentive payment of up to fifty percent (50%) of executive s salary, participation in the Company s reimbursement policy and participation in the Company s benefit plans that are available to senior executives and employees generally. The agreement also provides for payment of an automobile allowance of Eight Hundred Dollars ($800) per month, a reimbursement for monthly membership dues for the Marin Country Club, and reimbursement for necessary air travel expenses for Russell A. Colombo s spouse up to a maximum of $2,000 per year. If the agreement were terminated without cause, Mr. Colombo would receive severance pay equal to one year s annual base salary in effect at the date of termination plus eighteen months COBRA payments for health premiums and dental/vision premiums.

Employee Stock Ownership Plan and 401(k) Plan

Effective January 1, 2010, the Board of Directors authorized the bifurcation of the Employee Stock Ownership & Profit Sharing Plan to two separate plans: the Bank of Marin Employee Stock Ownership Plan (the ESOP) and the Bank of Marin 401(k) Plan (the 401(k) Plan).

An employee becomes a participant in the 401(k) Plan as of the first day of the quarter following the date on which he/she attains age 18 and has completed three full months of service. A participant may elect to defer a portion of his/her salary, not to exceed limitations set by the IRS, into the plan. Distributions from the 401(k) Plan are not permitted before age 59 1/2 except in the event of death, disability, termination of employment or IRS permitted hardships. As determined by the Board of Directors, the Company may make discretionary matching contributions to the 401(k) Plan. In 2009 and 2008 the Company made matching contributions of $338 thousand and $358 thousand, respectively.

An employee becomes a participant in the ESOP as of the first day of the quarter following the date on which he/she attains age 18 and has completed three full months of service. A participant will have a nonforfeitable right to 100% of his/her ESOP account balance upon disability or on his/her normal retirement date or completion of at least five years of service, whichever is later. Distributions from the plan are not permitted before age 59 1/2 except in the event of death, disability, termination of employment or IRS permitted diversification. The Company s contributions of $750 thousand in 2009 and $760 thousand in 2008 were used to purchase shares of Company stock for the ESOP.

Discretionary Bonus

Bank of Marin has discretionary bonus programs for the Bank s executive officers, and for the non-executive officers and staff. Contributions by the Bank to both programs are based upon the Bank s achievement of specified levels of financial performance as determined by the Board of Directors. In 2009 the Bank expensed $1,259,281 for these programs, and bonus payments were made in the first quarter of 2010.

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SECURITY OWNERSHIP AND REPORTING

Security Ownership of Management and Certain Beneficial Owners

As of February 5, 2010, The Banc Funds Co. LLC reported holding 447,711 shares, which represented 8.56% of Bank of Marin Bancorp shares then outstanding. As of March 15, 2010, the Bank of Marin Employee Stock Ownership Plan and 401(k) Plan held 264,926 shares, which represented 5.06% of shares then outstanding. The foregoing were the only two persons known to the Company to own beneficially more than 5% of the Company s common stock.

The following table sets forth, as of March 15, 2010, the number of shares of the Company s common stock which may be deemed to be beneficially owned by (i) each of the directors, (ii) each executive officer as previously defined, and (iii) all directors and executive officers as a group, and the percentage of the outstanding common stock beneficially owned by such persons.

	Amount and Nature of Beneficial Ownership				
Name and Address*	**Sole Voting & Investment Power**	**Shared Voting & Investment Power**	**Option to acquire within sixty days of March 15, 2010**	**Total**	**Percent of Common Stock**
Russell A. Colombo	4,957	3,648(1)	51,342	59,947	1.14%
Thomas M. Foster	0	2,096(2)	0	2,096	0.04%
Robert Heller	1,213	3,161(2)	8,040	12,414	0.24%
Norma J. Howard	0	12,287(2)	0	12,287	0.23%
Stuart D. Lum	0	23,357(2)	0	23,357	0.45%
Joseph D. Martino	0	13,998(2)	0	13,998	0.27%
William H. McDevitt, Jr.	3,150(3)	1,898(4)	4,020	9,068	0.17%
Joel Sklar, MD	0	52,744(2)	0	52,744	1.01%
Brian M. Sobel	6,883	0	2,011	8,894	0.17%
J. Dietrich Stroeh	18,121	0	0	18,121	0.35%
Jan I. Yanehiro	2,578	0	8,040	10,618	0.20%
Michael E. Besselievre	2,178	1,658(1)	9,520	13,356	0.26%
Nancy R. Boatright	790	2,259(1)	4,329	7,378	0.14%
Christina J. Cook	1,551(5)	2,957(1)	15,525	20,033	0.38%
Kevin K. Coonan	2,258	2,076(1)	14,620	18,954	0.36%
Peter Pelham	3,942	8,141(6)	14,975	27,058	0.52%
All directors and executive officers as a group (16 persons)				348,202	6.65%

* The address of all persons listed is 504 Redwood Boulevard, Suite 100, Novato, CA 94947

(1) Shares held in Employee Stock Ownership Plan.

(2) Shares held in a trust as to which the beneficial owner is co-trustee with shared voting and investment power.

(3) Shares held in Mr. McDevitt s IRA.

(4) Shares held in community property as to which Mr. McDevitt is co-owner with shared voting and investment power.

(5) Includes 151 shares held in trust under the California Uniform Gift to Minors Act for which Ms. Cook is custodian.

(6) Includes 6,703 shares held in Employee Stock Ownership Plan and 1,438 shares held in the Company s 401(k) Plan.

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Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company s directors and executive officers and persons who own more than 10% of the Company s common stock to file with the Securities and Exchange Commission (the SEC) initial reports of ownership and reports of changes in ownership of common stock of the Company. Directors, officers, and greater than 10% shareholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

To the Company s knowledge, based on a review of the copies of such reports furnished to the Company and written representations that no other reports were required, during the fiscal year ended December 31, 2009, all Section 16(a) filing requirements applicable to its directors, officers, and 10% shareholders have been met on a timely basis.

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PROPOSAL NUMBER 2:

BANK OF MARIN BANCORP 2010 DIRECTOR STOCK PLAN

The Board of Directors adopted the Bank of Marin Bancorp 2010 Director Stock Plan (the 2010 Plan) on January 22, 2010, subject to approval by the shareholders at the Annual Meeting.

Prior to the Company s formation, Bank of Marin maintained shareholder approved director fees plans pursuant to which a portion of director fees were paid in Bank common stock. Since July 2007, in order to continue to compensate the non-employee directors in accordance with past practices, the directors have been granted stock awards for payment of director fees from the Bank of Marin Bancorp 2007 Equity Plan. The Board of Directors believes that the 2010 Plan will promote the interests of the Company by providing a specific reserve for payment of director fees in shares of the Company s common stock.

A summary of the 2010 Plan is set forth below. The summary is qualified in its entirety by the full text of the 2010 Plan, attached to this Proxy Statement as Appendix A.

Purpose

The 2010 Plan is intended to promote the interests of the Company by providing for payment of director fees in shares of the Company s stock rather than by payment in cash. The 2010 Plan is also intended to provide a convenient way for participants to purchase shares from the Company at fair market value.

Administration

The Board of Directors (the Board) of the Company or any committee (the Committee) of the Board that will satisfy Rule 16b-3 of the Securities Exchange Act of 1934, as amended, shall supervise and administer the Plan. The Board may also at any time terminate the functions of the Committee and reassume all powers and authority previously delegated to the Committee. The Board, or Committee, is authorized (subject to the provisions of the 2010 Plan) to establish such rules and regulations, as it may deem appropriate for the proper administration of the 2010 Plan.

Eligibility

The individuals who shall be eligible to receive shares pursuant to the 2010 Plan shall be limited to members of the Board.

Stock Allocated to the Plan

The aggregate number of issuable shares initially shall not exceed 150,000 which represents approximately 2.86% of the Company s outstanding shares as of the record date of the Annual Meeting. In the event of certain changes to the Company s common stock, the maximum number of shares still available for issuance under the 2010 Plan shall be adjusted to reflect the effect of such change upon the Company s capital structure.

Director Fees

Each person serving as a director of the Company may be granted and issued shares, each July and January from and after July 1, 2010 and during the term of the 2010 Plan. The Board will determine the actual number of shares to be issued at any one time and will use their judgment as to the appropriate level of director fees to be paid by issuance of shares. See Director Compensation.

Stock Purchase

Each person serving as a director of the Company may also be granted the rights to purchase shares, each July and January from and after July 1, 2010, and during the term of the 2010 Plan. Each six month offering period (the Offering Period) will end on each respective June 30 and December 31 of each year with first such Offering Period ending on June 30, 2010.

The purchase price for a share during each respective Offering Period will be the fair market value of a share of the Company s common stock on the Ending Date for such Offering Period.

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At no time will the number of shares available for purchase by a director during any Offering Period exceed an amount equal to 100% of his or her shares issued for director fees during the immediate prior Offering Period.

Effective Date and Term

The 2010 Plan shall become effective on the day after it is approved by the shareholders of the Company holding not less than a majority of the outstanding shares of the Company s common stock present at a duly called meeting.

Unless the 2010 Plan is sooner terminated at the election of the Company, no shares may be issued pursuant to the 2010 Plan after the earlier of (i) the tenth anniversary of the effective date or (ii) the date on which all shares available for issuance shall have been issued.

Approval of the 2010 Plan requires the affirmative vote of a majority of the shares present (whether in person or by proxy) and voting at the meeting.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS

THAT YOU VOTE FOR THE APPROVAL OF THE BANK OF MARIN BANCORP 2010

DIRECTOR STOCK PLAN

IN PROPOSAL TWO

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PROPOSAL NUMBER 3:

INDEPENDENT AUDITORS

The firm of Moss Adams LLP, independent auditors, has been selected by the Audit Committee of the Board of Directors to perform audit services for the Company and its subsidiary, Bank of Marin, for 2009 and such selection has been approved by resolution of the Board of Directors. The shareholders are hereby asked to ratify the selection of Moss Adams LLP. It is anticipated that a member of that firm will be present at the Annual Meeting. That representative is not expected to make a statement but will be available to answer any questions.

During the two most recent fiscal years there were no disagreements between the Company and its principal accountant on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the principal accountant s satisfaction, would have caused the principal accountant to make reference to the subject matter of the disagreement in connection with its reports.

The audit reports on the financial statements of Bank of Marin Bancorp and subsidiary as of and for the fiscal years ended December 31, 2009, 2008 and 2007 were issued by Moss Adams LLP and did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.

Following are disclosures regarding the fees billed by Moss Adams LLP during 2008 and 2009. It is the policy of the Audit Committee that all engagements for auditing services, and non-audit services be preapproved by the Audit Committee. The preapproval includes a review of the services to be undertaken and the estimated fees that will be incurred. The Audit Committee has considered whether the provision of non-audit services by Moss Adams LLP is compatible with maintaining auditor independence.

Audit Fees

The aggregate fees billed for professional services in the fiscal year 2009 and 2008 by Moss Adams LLP for the audit of the annual financial statements, review of the quarterly financial statements and work related to compliance with the Sarbanes-Oxley Act of 2002 were $268,666 and $261,319, respectively.

Audit-Related Fees

There were $8,876 in audit-related fees in 2009 related to consents provided by Moss Adams LLP for the use of the 2008 audit report in various S-3 filings. There were no audit-related fees billed by or paid to Moss Adams LLP during 2008.

Tax Fees

The Company does not engage its principal accountant, Moss Adams LLP, to perform tax-related services.

All Other Fees

There were $3,009 other fees billed by the Company s principal accountant in 2009 and no other fees billed in 2008.

Preapproval of Services by Principal Accountant

The Audit Committee will consider annually and, if appropriate, approve audit services by its principal accountant. In addition, the Audit Committee will consider and, if appropriate, preapprove certain defined audit and non-audit services. The Audit Committee will also consider on a case-by-case basis and, if appropriate, approve specific engagements.

The approval of a majority of the shareholders represented at the Annual Meeting is required to ratify the selection of Moss Adams LLP.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS

THAT YOU VOTE FOR THE RATIFICATION OF THE INDEPENDENT AUDITORS

IN PROPOSAL THREE

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AUDIT COMMITTEE REPORT

The Audit Committee currently consists of five members of the Board of Directors, each of whom is independent under the Nasdaq listing standards, SEC rules and regulations applicable to audit committees. The Board of Directors has adopted, and annually reviews, an Audit Committee charter, available on the Company s investor relations website at *www.bankofmarin.com.* The charter specifies the scope of the Audit Committee s responsibilities and how it carries out those responsibilities.

In performing its functions, the Audit Committee met thirteen (13) times during the year and regularly met in executive session without Bank management. It acts only in an oversight capacity and necessarily relies on the work and assurances of the Company s management, which has the primary responsibility for financial statements and reports, and of the independent accountants, who, in their report, express an opinion on the conformity of the Company s annual financial statements to accounting principles generally accepted in the United States of America and on the Company s internal control over financial reporting and compliance. In addition, the committee engages outside consultants who advise it on internal control and credit quality matters. It also maintains a process for handling employee complaints regarding accounting procedures and internal controls.

The Audit Committee has reviewed and discussed the Company s December 31, 2009 audited financial statements with management and with Moss Adams LLP, the Company s independent registered public accounting firm. The Audit Committee also has discussed with Moss Adams LLP the matters required to be discussed by the statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Audit Committee also has received from Moss Adams LLP the written disclosures and the letter required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees) and has discussed with Moss Adams LLP their independence from the Company.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the December 31, 2009 audited financial statements be included in the Company s Annual Report on Form 10-K for the year ended December 31, 2009.

Submitted by the Audit Committee of the Board:

Stuart D. Lum, Chair

Thomas M. Foster

Joseph D. Martino

Joel Sklar, MD

Jan I. Yanehiro

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OTHER MATTERS

If any other matters come before the meeting, not referred to in the enclosed proxy, including matters incident to the conduct of the meeting, the proxy holders will vote the shares represented by the proxies in accordance with their best judgment. Management is not aware of any other business to come before the meeting, and as of the date of the preparation of this proxy statement, no shareholder has submitted to management any proposal to be acted upon at the meeting.

Shareholder Proposals

If a shareholder intends to present any proposal for consideration at the 2011 Annual Meeting of Shareholders and wishes for that proposal to be included in the proxy and proxy statement to be prepared by the Company, the proposal must be received by the Company at its corporate office not later than December 8, 2010.

Shareholder Communication

Any shareholder may communicate directly to Board members, or to any individual Board member, by sending correspondence or communication addressed to the particular member or members addressed in care of Bank of Marin Bancorp, Attn: Corporate Secretary, 504 Redwood Blvd., Suite 100, Novato, CA 94947.

Form 10-K

THE COMPANY S ANNUAL REPORT FOR 2009 ON FORM 10-K, WHICH IS REQUIRED TO BE FILED WITH THE SEC, IS AVAILABLE TO ANY SHAREHOLDER WITHOUT CHARGE. THE REPORT MAY BE OBTAINED BY WRITTEN REQUEST TO CORPORATE SECRETARY, BANK OF MARIN BANCORP, 504 REDWOOD BLVD., SUITE 100, NOVATO, CA 94947. It is available in the Investor Relations section of the Company s website at www.bankofmarin.com. The Company s Annual Report serves as the BANK S annual disclosure statement under Part 350 of FDIC rules.

By order of the Board of Directors

Nancy Rinaldi Boatright

Corporate Secretary

April 12, 2010

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APPENDIX A

to

Bank of Marin Bancorp 2010 Proxy Statement

BANK OF MARIN BANCORP

2010 DIRECTOR STOCK PLAN

1. PURPOSES OF THE PLAN

The 2010 Director Stock Plan (Plan) is intended to promote the interests of the Bank of Marin Bancorp and its subsidiary (Company) by providing for payment of director fees in shares of the Company s authorized but unissued or re-acquired common stock (Shares) rather than by payment of a comparable value in cash. The Plan is also intended to provide a convenient way for participants to purchase Shares from the Company at fair market value.

2. ADMINISTRATION OF THE PLAN

(a) The Board of Directors (the Board) of the Company or any committee (the Committee) of the Board that will satisfy Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the Exchange Act), and any regulations promulgated thereunder, as from time to time in effect, including any successor rule (Rule 16b-3), shall supervise and administer the Plan. The Board may also at any time terminate the functions of the Committee under the Plan and reassume all powers and authority previously delegated to the Committee.

(b) Any reference to the Board in one or more provisions of the Plan shall mean the Committee, if the Committee is at the time responsible for the administration of either the Plan or those particular provisions of the Plan. The Board, or Committee, as the case may be, is authorized (subject to the provisions of the Plan) to establish such rules and regulations as it may deem appropriate for the proper administration of the Plan and to make such determinations under, and issue such interpretations of, the Plan as it may deem necessary or advisable. Decisions of the Board or the Committee, as the case may be, shall be final and binding on all parties who have an interest in the Plan.

(c) Notwithstanding anything hereinafter set forth, the Plan shall be administered, operated and effectuated in such a manner so that the Plan shall be compliant with Rule 16b-3 and other provisions of the Exchange Act, as applicable, so as to assure the transactions contemplated herein are exempt from Section 16(b) of the Exchange Act.

3. ELIGIBILITY FOR ISSUANCE OF SHARES

(a) The individuals who shall be eligible to receive Shares pursuant to the Plan shall be members of the Board (whether or not they are also employees of the Company).

(b) Subject to subsection (a) above, the Board shall have full authority to determine the individuals who are granted Shares under Part A of the Plan (as said term is defined herein) and, subject to section 4(a) below, the number of Shares to be granted.

(c) The directors intending to participate in Part B of the Plan (as said term is defined herein) shall comply with the participation requirements of Section 6 of the Plan.

4. STOCK SUBJECT TO THE PLAN

(a) The stock issuable under the Plan shall be the Shares. The aggregate number of issuable Shares shall not exceed 150,000 subject to adjustment from time to time in accordance with subsection 4(b).

(b) In the event any change is made to the Company s common stock (whether by reason of merger, consolidation, reorganization, recapitalization, stock dividend, stock split, combination of shares, exchange of shares, or other change in corporate or capital structure effected without receipt of consideration), then the maximum number of Shares still available for issuance under the Plan shall be automatically adjusted to reflect the effect of such change upon the Company s capital structure. Any adjustment by the Board pursuant to this section shall be conclusive.

5. PART A OF THE PLAN: DIRECTOR FEES

Each person serving as a director of the Company will be granted and issued Shares, each July and January from and after July 1, 2010 and during the term of the Plan. The Board, as administrator of the Plan, will determine the actual number of Shares to be issued at any one time giving consideration to the fair market value of the Company s common stock as of the date of issuance and their judgment as to the appropriate level of director fees to be paid by issuance of Shares.

6. PART B OF THE PLAN: STOCK PURCHASE

It is anticipated that each person serving as a director of the Company will be granted the rights to purchase Shares, each July and January from and after July 1, 2010, and during the term of the Plan. Each six month offering period (the Offering Period) will end on each respective June 30 and December 31st of each year with the first such Offering Period ending on June 30, 2010.

Each Offering Period will begin on the first day of that period described (the Beginning Date) and end on the last day of that period (the Ending Date). For each Offering Period, the Company will make available to each director an election form (the Election Form) which must be completed to effect his or her right to commence active participation in Part B of the Plan. The Election Form will provide each participating director with instructions to purchase the Shares, including instructions for the timing and preferred method of delivery of payment, for the respective Offering Period. The Election Form shall also include delivery instructions relating to the Shares, including instructions to the Company s transfer agent. Each director may become an active participant for an Offering Period by completing the Election Form and delivering the same to the Company at least ten business days prior to the appropriate Ending Date.

Irrespective of participation in prior Offering Periods, a separate Election Form must be completed for each Offering Period that a director intends to participate in. No reliance on Election Forms from prior Offering Periods shall be permitted.

A director s failure to complete an Election Form before ten business days prior to the appropriate Ending Date shall result in the director s de facto rejection of participation in the respective Offering Period. Following a director s lack of participation in an Offering Period, the nonparticipating director is free to complete an Election Form for the next successive Offering Period.

The purchase price for a Share during each respective Offering Period will be the fair market value of a share of the Company s common stock on the Ending Date for such Offering Period.

At no time during the term of this Plan will the number of Shares available for purchase by a director pursuant to Part B of the Plan during any six month period to any individual director exceed an amount equal to 100% of their immediate prior period issued amount granted and issued under section 5.

7. FAIR MARKET VALUE

For the purposes of this Plan, fair market value of a Share as of a specific date shall be defined as follows: (i) if the Shares are traded on a national securities exchange, the consolidated closing bid price for the company s shares on that date or the immediately preceding trade date if such date is not a trading date; (ii) if the Shares are not traded on any such exchange, the closing sale price for such date as reported by Nasdaq; (iii) if no such closing price information is available on the national securities exchange or Nasdaq, the closing sale price as reported by the national securities exchange or Nasdaq within a reasonable period prior to such date; or (iv) if there is no such closing sale price within a reasonable period, the determination of fair market value shall be determined by the Board, taking into account material facts and circumstances pertinent to such determination. In

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the event that the definition of fair market value as set forth above conflicts with the definition of fair market value as provided by the rules governing Nasdaq, the definition set forth in the rules governing the Nasdaq stock market shall govern.

8. EFFECTIVE DATE AND TERM OF PLAN

(a) The Plan shall become effective on the day after the Plan shall have been approved by the shareholders of the Company holding not less than a majority of the outstanding shares of the Company s common stock present at a duly called meeting.

(b) Unless the Plan is sooner terminated at the election of the Company, no Shares may be issued pursuant to the Plan after the earlier of (i) the tenth anniversary of the effective date of the Plan or (ii) the date on which all Shares available for issuance under the Plan shall have been issued.

9. PROCEEDS FROM ISSUANCE OF SHARES

(a) The Shares issued as director fees are to be issued in lieu of payment of cash fees to directors and no proceeds will be received by the Company from the issuance of these Shares.

(b) The proceeds from the purchase of Shares issued as a result of a stock purchase pursuant to Part B of the Plan shall be received by the Company and shall be commingled with the general assets of the Company and no separate fund shall be established. The proceeds from Shares purchased by the directors with cash shall be used for general corporate purposes.

10. WITHHOLDING

(a) In the event that a director is required to pay to the Company an amount with respect to federal, state or local income and employment tax withholding obligations in connection with the issuance of Shares, the Board may, in its discretion and subject to such rules as it may adopt, permit such director to satisfy the obligations, in whole or in part, by either (i) making an irrevocable election that a portion of the total value of the Shares to be issued to such director be paid in the form of cash in lieu of the issuance of Shares and that such cash payment be applied to the satisfaction of the withholding obligations or (ii) tendering Shares previously held by the director in a number sufficient to satisfy such obligations.

(b) The Company s obligation to deliver Shares under the Plan shall be subject to the director s satisfaction of all applicable federal, state and local income and employment tax withholding requirements.

11. NO EMPLOYMENT OR SERVICE OBLIGATION

Neither the action of the Company in establishing the Plan, nor any action taken by the Board or the Committee hereunder, nor any provision of the Plan itself shall be construed so as to grant any individual the right to remain as a director of the Company or otherwise be in the employ or service of the Company or its parent corporation or any of its subsidiaries for any period of specific duration.

12. SECURITIES LAWS RESTRICTIONS

Shares shall not be issued under the Plan unless (a) the exercise of the related purchase rights and the issuance and delivery of the Shares pursuant thereto shall comply with all applicable provisions of law, domestic or foreign, including, without limitation, the Securities Act of 1933, as amended, and any rules and regulations promulgated pursuant to such laws and with the requirements of any stock exchange upon which the Shares may then be listed; and (b) the express approval of counsel for the Company with respect to such compliance is first obtained. The Company reserves the right to place an appropriate legend on any certificate representing Shares issuable under the Plan with any such legend reflecting restrictions on the transfer of the Shares as may be necessary to assure the availability of applicable exemptions under federal and state securities laws.

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13. TRANSFERABILITY

Neither payroll deductions credit to a participant s account nor any rights with regard to the exercise or purchase rights or to receive any Shares under the Plan may be assigned, transferred, pledged or otherwise disposed of in any way by a participant. Any attempted assignment, transfer, pledge or other disposition shall be without effect.

14. AMENDMENT AND TERMINATION

The Board may at any time amend, alter, suspend, or discontinue the Plan, but no amendment, alteration, suspension, or discontinuation shall be made which would impair the awards granted to any Participant theretofore made, without his or her consent. In addition, to the extent necessary and desirable to comply with any applicable law, regulation or stock exchange rule, the Company shall obtain shareholder approval of any Plan amendment in such a manner and to such a degree as required. The Board may terminate the Plan at any time without shareholder approval.

15. REGULATORY APPROVALS

The implementation of the Plan and the issuance of stock shall be subject to the Company s procurement of all approvals and permits required by regulatory authorities having jurisdiction over the Plan and the stock issued pursuant to it.

16. GOVERNING LAW

To the extent not otherwise governed by federal law, the Plan and its implementation shall be governed by and construed in accordance with the laws of the State of California.

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REVOCABLE PROXY

BANK OF MARIN BANCORP

ANNUAL MEETING OF SHAREHOLDERS OF BANK OF MARIN BANCORP

TO BE HELD ON TUESDAY, MAY 11, 2010

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints each of Russell A. Colombo, Joel Sklar, MD and Brian M. Sobel as Proxies of the undersigned, with full power of substitution, and hereby authorizes any of them to represent and to vote, as designated below, all of the shares of the Common Stock of Bank of Marin Bancorp held of record by the undersigned on March 15, 2010, at the Annual Meeting of Shareholders of Bank of Marin Bancorp to be held on May 11, 2010, or at any adjournment thereof.

PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS PROXY CARD PROMPTLY IN THE ENCLOSED

POSTAGE-PAID ENVELOPE OR PROVIDE YOUR INSTRUCTIONS TO VOTE VIA

THE INTERNET OR BY TELEPHONE.

(Continued, and to be marked, dated and signed, on the other side)

À FOLD AND DETACH HERE À

BANK OF MARIN BANCORP ANNUAL MEETING, MAY 11, 2010

YOUR VOTE IS IMPORTANT!

Annual Meeting Materials are available on-line at:

http://www.cfpproxy.com/6265

You can vote in one of three ways:

1. Call **toll free 1-866-825-8978** on a Touch-Tone Phone. There is **NO CHARGE** to you for this call.

or

2. Via the Internet at **https://www.proxyvotenow.com/bmrc** and follow the instructions.

or

3. Mark, sign and date your proxy card and return it promptly in the enclosed envelope.

PLEASE SEE REVERSE SIDE FOR VOTING INSTRUCTIONS

6265

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PLEASE MARK VOTES	REVOCABLE PROXY Bank of Marin Bancorp	Annual Meeting of Shareholders
X AS IN THIS EXAMPLE		MAY 11, 2010

	For	Withhold All	For All Except
1. ELECTION OF DIRECTORS	¨	¨	¨

(01) Russell A. Colombo	**(02) Thomas M. Foster**	**(03) Robert Heller**
(04) Norma J. Howard	**(05) Stuart D. Lum**	**(06) Joseph D. Martino**
(07) William H. McDevitt, Jr.	**(08) Joel Sklar, MD**	**(09) Brian M. Sobel**
(10) J. Dietrich Stroeh	**(11) Jan I. Yanehiro**	

INSTRUCTION: To withhold authority to vote for any nominee(s), mark For All Except and write that nominee(s) name(s) or number(s) in the space provided below.

Please be sure to date and sign this proxy card in the box below. Date

Sign above

	For	Against	Abstain
2. APPROVAL OF THE BANK OF MARIN BANCORP 2010 DIRECTOR STOCK PLAN	¨	¨	¨
3. RATIFICATION OF THE BOARD OF DIRECTORS SELECTION OF INDEPENDENT AUDITORS	¨	¨	¨

The Board of Directors recommends a vote FOR the election of the eleven director nominees listed above, and votes FOR items 2 and 3. This proxy, when properly executed, will be voted as specified therein. If no specification, this proxy will be voted FOR all nominees for director and FOR items 2 and 3. In the event of cumulative voting, the Proxies are authorized to allocate the votes among the nominees listed above in their discretion. The Proxies are authorized to vote upon such other matters as may properly come before the meeting.

If shares are held by an entity such as a trust, a corporation or a partnership, the proxy should be completed by a person authorized to vote the shares. Print name of the entity and the title of the person who voted the shares.

Mark here if you plan to attend the meeting ¨

Mark here for address change and note change ¨

Note: Please sign exactly as your name appears on this Proxy.

If signing for estates, trusts, corporations or partnerships,

title or capacity should be stated.

If shares are held jointly, each holder should sign.

IF YOU WISH TO PROVIDE YOUR INSTRUCTIONS TO VOTE BY TELEPHONE OR INTERNET, PLEASE READ THE INSTRUCTIONS BELOW

FOLD AND DETACH HERE IF YOU ARE VOTING BY MAIL

¿ ¿

PROXY VOTING INSTRUCTIONS

Shareholders of record have three ways to vote:

1. By Mail; or

2. By Telephone (using a Touch-Tone Phone); or

3. By Internet.

A telephone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned this proxy. Please note telephone and Internet votes must be cast prior to 3:00 a.m. EST, May 11, 2010. It is not necessary to return this proxy if you vote by telephone or Internet.

Vote by Telephone	**Vote by Internet**
Call Toll-Free on a Touch-Tone Phone anytime prior to	anytime prior to
3:00 a.m. EST, May 11, 2010:	3:00 a.m. EST, May 11, 2010 go to
1-866-825-8978	**https://www.proxyvotenow.com/bmrc**

Please note that the last vote received, whether by telephone, Internet or by mail, will be the vote counted.

ON-LINE ANNUAL MEETING MATERIALS: **http://www.cfpproxy.com/6265**

Your vote is important!

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PLEASE MARK VOTES **REVOCABLE PROXY**
BANK OF MARIN BANCORP

X **AS IN THIS EXAMPLE**

ANNUAL MEETING OF SHAREHOLDERS OF

BANK OF MARIN BANCORP

TO BE HELD ON TUESDAY, MAY 11, 2010

THIS PROXY IS SOLICITED ON BEHALF OF

THE BOARD OF DIRECTORS

The undersigned hereby appoints each of Russell A. Colombo, Joel Sklar, MD and Brian M. Sobel as Proxies of the undersigned, with full power of substitution, and hereby authorizes any of them to represent and to vote, as designated below, all of the shares of the Common Stock of Bank of Marin Bancorp held of record by the undersigned on March 15, 2010, at the Annual Meeting of Shareholders of Bank of Marin Bancorp to be held on May 11, 2010, or at any adjournment thereof.

Please be sure to date and sign Date

this proxy card in the box below.

Sign above

	For	With-hold	For All Except
1. ELECTION OF DIRECTORS	..	..	..

Russell A. Colombo	**Thomas M. Foster**	**Robert Heller**
Norma J. Howard	**Stuart D. Lum**	**Joseph D. Martino**
William H. McDevitt, Jr.	**Joel Sklar, MD**	**Brian M. Sobel**
J. Dietrich Stroeh	**Jan I. Yanehiro**	

INSTRUCTION: To withhold authority to vote for any individual nominee, mark For All Except and write that nominee s name in the space provided below.

For	Against	Abstain

¨ ¨ ¨

2. APPROVAL OF THE BANK OF MARIN BANCORP 2010 DIRECTOR STOCK PLAN

¨ ¨ ¨

3. RATIFICATION OF THE BOARD OF DIRECTORS SELECTION OF INDEPENDENT AUDITORS

The Board of Directors recommends a vote FOR the election of the eleven director nominees listed above, and votes FOR items 2 and 3. This proxy, when properly executed, will be voted as specified therein. If no specification, this proxy will be voted FOR all nominees for director and FOR items 2 and 3. In the event of cumulative voting, the Proxies are authorized to allocate the votes among the nominees listed above in their discretion. The Proxies are authorized to vote upon such other matters as may properly come before the meeting.

If shares are held by an entity such as a trust, a corporation or a partnership, the proxy should be completed by a person authorized to vote the shares. Print name of the entity and the title of the person who voted the shares.

¿ **Detach above card, sign, date and mail in postage paid envelope provided.** ¿

BANK OF MARIN BANCORP

PLEASE MARK, SIGN AND DATE YOUR PROXY AND

RETURN IT IN THE ENVELOPE PROVIDED

IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED BELOW AND RETURN THIS PORTION WITH THE PROXY IN THE ENVELOPE PROVIDED.

PROXY MATERIALS ARE AVAILABLE ON-LINE AT: http://www.cfpproxy.com/6265

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REVOCABLE PROXY

BANK OF MARIN BANCORP

ANNUAL MEETING OF SHAREHOLDERS OF BANK OF MARIN BANCORP

TO BE HELD ON TUESDAY, MAY 11, 2010

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ESPP

PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS PROXY CARD PROMPTLY IN THE ENCLOSED

POSTAGE-PAID ENVELOPE OR PROVIDE YOUR INSTRUCTIONS TO VOTE VIA

THE INTERNET OR BY TELEPHONE.

(Continued, and to be marked, dated and signed, on the other side)

À FOLD AND DETACH HERE À

BANK OF MARIN BANCORP ANNUAL MEETING, MAY 11, 2010

YOUR VOTE IS IMPORTANT!

Annual Meeting Materials are available on-line at:

http://www.cfpproxy.com/6265

You can vote in one of three ways:

1. Call **toll free 1-866-825-8978** on a Touch-Tone Phone. There is **NO CHARGE** to you for this call.

or

2. Via the Internet at **https://www.proxyvotenow.com/bmrc** and follow the instructions.

or

3. Mark, sign and date your proxy card and return it promptly in the enclosed envelope.

PLEASE SEE REVERSE SIDE FOR VOTING INSTRUCTIONS

6265/7478

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REVOCABLE PROXY

PLEASE MARK VOTES	**Bank of Marin Bancorp**	**Annual Meeting of Shareholders**
X **AS IN THIS EXAMPLE**		**MAY 11, 2010**

	For	**Withhold All**	**For All Except**
1. ELECTION OF DIRECTORS	..	..	..

(01) Russell A. Colombo	**(02) Thomas M. Foster**	**(03) Robert Heller**
(04) Norma J. Howard	**(05) Stuart D. Lum**	**(06) Joseph D. Martino**
(07) William H. McDevitt, Jr.	**(08) Joel Sklar, MD**	**(09) Brian M. Sobel**
(10) J. Dietrich Stroeh	**(11) Jan I. Yanehiro**	

INSTRUCTION: To withhold authority to vote for any nominee(s), mark For All Except and write that nominee(s) name(s) or number(s) in the space provided below.

Please be sure to date and sign this proxy card in the box below. Date

Sign above

	For	**Against**	**Abstain**
2. APPROVAL OF THE BANK OF MARIN BANCORP 2010 DIRECTOR STOCK PLAN	..	..	..
3. RATIFICATION OF THE BOARD OF DIRECTORS SELECTION OF INDEPENDENT AUDITORS	..	..	..

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If shares are held by an entity such as a trust, a corporation or a partnership, the proxy should be completed by a person authorized to vote the shares. Print name of the entity and the title of the person who voted the shares.

Mark here if you plan to attend the meeting ..

Mark here for address change and note change ..

Note: Please sign exactly as your name appears on this Proxy.

If signing for estates, trusts, corporations or partnerships,

title or capacity should be stated.

If shares are held jointly, each holder should sign.

IF YOU WISH TO PROVIDE YOUR INSTRUCTIONS TO VOTE BY TELEPHONE OR INTERNET, PLEASE READ THE INSTRUCTIONS BELOW

FOLD AND DETACH HERE IF YOU ARE VOTING BY MAIL

¿ ¿

PROXY VOTING INSTRUCTIONS

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1. By Mail; or

2. By Telephone (using a Touch-Tone Phone); or

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Vote by Telephone	**Vote by Internet**
Call Toll-Free on a Touch-Tone Phone anytime prior to	anytime prior to
3:00 a.m. EST, May 11, 2010:	3:00 a.m. EST, May 11, 2010 go to
1-866-825-8978	**https://www.proxyvotenow.com/bmrc**

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ON-LINE ANNUAL MEETING MATERIALS: **http://www.cfpproxy.com/6265**

Your vote is important!

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REVOCABLE PROXY

BANK OF MARIN BANCORP

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ESOP

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POSTAGE-PAID ENVELOPE OR PROVIDE YOUR INSTRUCTIONS TO VOTE VIA

THE INTERNET OR BY TELEPHONE.

(Continued, and to be marked, dated and signed, on the other side)

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BANK OF MARIN BANCORP ANNUAL MEETING, MAY 11, 2010

YOUR VOTE IS IMPORTANT!

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http://www.cfpproxy.com/6265

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or

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PLEASE SEE REVERSE SIDE FOR VOTING INSTRUCTIONS

6265/7552

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REVOCABLE PROXY

PLEASE MARK VOTES **Bank of Marin Bancorp** **Annual Meeting of Shareholders**

X **AS IN THIS EXAMPLE** **MAY 11, 2010**

	For	Withhold All	For All Except
1. ELECTION OF DIRECTORS	..	..	..

(01) Russell A. Colombo **(02) Thomas M. Foster** **(03) Robert Heller**
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(07) William H. McDevitt, Jr. **(08) Joel Sklar, MD** **(09) Brian M. Sobel**
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Please be sure to date and sign Date

this proxy card in the box below.

Sign above

	For	Against	Abstain
2. APPROVAL OF THE BANK OF MARIN BANCORP 2010 DIRECTOR STOCK PLAN	..	..	..
	..	..	..
3. RATIFICATION OF THE BOARD OF DIRECTORS SELECTION OF INDEPENDENT AUDITORS			

The Board of Directors recommends a vote FOR the election of the eleven director nominees listed above, and votes FOR items 2 and 3. This proxy, when properly executed, will be voted as specified therein. If no specification, this proxy will be voted FOR all nominees for director and FOR items 2 and 3. In the event of cumulative voting, the Proxies are authorized to allocate the votes among the nominees listed above in their discretion. The Proxies are authorized to vote upon such other matters as may properly come before the meeting.

Additional Voting Instructions for shares held in the

BANK OF MARIN EMPLOYEE STOCK OWNERSHIP AND SAVINGS PLAN

Please be advised that each Participant will be entitled to vote those shares allocated to his or her Account. Unallocated shares will be voted in direct proportion to the released shares voted by Participants to the extent permitted by ERISA. For all allocated shares, if this voting instruction card is not properly completed and signed, or if it is not timely received by the designated tabulator, shares allocated to a participant s account will NOT be voted.

Mark here if you plan to attend the meeting ¨

Mark here for address change and note change ¨

Note: Please sign exactly as your name appears on this Proxy.

If signing for estates, trusts, corporations or partnerships,

title or capacity should be stated.

If shares are held jointly, each holder should sign.

IF YOU WISH TO PROVIDE YOUR INSTRUCTIONS TO VOTE BY TELEPHONE OR INTERNET, PLEASE READ THE INSTRUCTIONS BELOW

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2. By Telephone (using a Touch-Tone Phone); or

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Call Toll-Free on a Touch-Tone Phone anytime prior to	anytime prior to
3:00 a.m. EST, May 11, 2010:	3:00 a.m. EST, May 11, 2010 go to
1-866-825-8978	**https://www.proxyvotenow.com/bmrc**

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