Bank of Marin Bancorp Form 4 August 08, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number:

3235-0287 January 31,

0.5

Expires:

5. Relationship of Reporting Person(s) to

2005 average

Estimated average burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

Coonan Kevin			Symbol Bank of Marin Bancorp [BMRC]					Issuer (Check all applicable)			
(Last) (First) (Middle) 504 REDWOOD BOULEVARD,			3. Date of Earliest Transaction (Month/Day/Year) 08/06/2007					Director 10% Owner X Officer (give title Other (specify below)			
SUITE 100	(Street)		If Amendment, ed(Month/Day/Y		Č	1		· · · · · · · · · · · · · · · · · · ·	ive Vice Preside	g(Check	
NOVATO, (City)		(Zip)	Toblo I Nov	. D	orivotivo	Soour	ities A ca	Form filed by M Person uired, Disposed of	f or Ronoficial		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Da any (Month/Day/	3. Transac Code	etio	4. Securion(A) or Di (Instr. 3,	ties A	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	•	
Common Stock								335	I	By ESOP	
Common Stock	08/06/2007		P		200	A	\$ 31.45	200	D		

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

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SEC 1474

(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	` ,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 32.2381					12/13/2005(1)	12/13/2015	Common Stock	10,500	
Stock Options (Right to buy)	\$ 35.18					05/01/2008(2)	05/01/2017	Common Stock	4,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Coonan Kevin 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947			Executive Vice President				

Signatures

Megan Carter,
Attorney-in-Fact

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercisable 20% per year beginning on date of grant
- (2) Exercisable 20% per year beginning on first anniversary date of grant

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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