

Gotelli Robert  
Form 4  
March 26, 2019

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gotelli Robert

(Last) (First) (Middle)

504 REDWOOD BOULEVARD,  
SUITE 100

(Street)

NOVATO, CA 94947

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Bank of Marin Bancorp [BMRC]

3. Date of Earliest Transaction  
(Month/Day/Year)

03/21/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common<br>Stock                       | 03/21/2019                              |   | D                                    | 414  | D \$ 0 10,532  | D  |   |
| Common<br>Stock                       |   |   |                                      |  | 11,916.0006  | I  | By ESOP                                 |

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

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information contained in this form are not  
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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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>Derivative<br>Security<br>(Instr. 5) |  |
|---|---|---|---|---|---|--|---|--|--|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title  | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 16.55  |   |   |   |   | <u>(1)</u>   | 04/01/2020  | Common<br>Stock                                  | 1,400                                  |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 19   |   |   |   |   | <u>(1)</u>   | 04/01/2021  | Common<br>Stock                                  | 1,400                                  |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 19.09  |   |   |   |   | <u>(1)</u>   | 04/02/2022  | Common<br>Stock                                  | 2,200                                  |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 19.675   |   |   |   |   | <u>(1)</u>   | 04/01/2023  | Common<br>Stock                                  | 1,400                                  |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 22.94  |   |   |   |   | <u>(1)</u>   | 04/01/2024  | Common<br>Stock                                  | 1,300                                  |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 25.375   |   |   |   |   | <u>(1)</u>   | 03/02/2025  | Common<br>Stock                                  | 2,200                                  |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 24.825   |   |   |   |   | <u>(2)</u>   | 03/01/2026  | Common<br>Stock                                  | 2,400                                  |
| Stock<br>Options                                    | \$ 34.8   |   |   |   |   | <u>(2)</u>   | 03/01/2027  | Common<br>Stock                                  | 1,560                                  |

(Right to  
buy)

Stock

Options  
(Right to  
buy)

\$ 33.575

(2)

03/01/2028

Common  
Stock

1,740

Stock

Options  
(Right to  
buy)

\$ 33.575

(3)

03/01/2028

Common  
Stock

980

Stock

Options  
(Right to  
Buy)

\$ 44.45

(2)

03/01/2029

Common  
Stock

1,580

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director

10% Owner

Officer

Other

Gotelli Robert  
504 REDWOOD BOULEVARD, SUITE 100  
NOVATO, CA 94947

Executive  
Vice  
President

## Signatures

Nancy R. Boatright,  
Attorney-in-Fact

03/26/2019

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Exercisable 20% per year beginning on first anniversary date of grant

(2) Exercisable 33% per year beginning on first anniversary date of grant

(3) Exercisable 33% immediately, then 33% per year on first anniversary date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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