

Bank of Marin Bancorp  
Form 8-K  
March 16, 2009

---

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) March 16, 2009

Bank of Marin Bancorp  
(Exact name of Registrant as specified in its charter)

California  
(State or other jurisdiction of  
incorporation)

001-33572  
(File number)

20-8859754  
(I.R.S. Employer Identification  
No.)

504 Redwood Blvd., Suite 100, Novato, CA  
(Address of principal executive office)

94947  
(Zip Code)

Registrant's telephone number, including area code: (415) 763-4520

Not Applicable  
(Former name or former address, if changes since last report)

Check the appropriate box below if the Form 8-K filing is to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Section 8 – Other Events

Item 8.01

Other Events

In a press release dated March 16, 2009, Bank of Marin Bancorp (“Bancorp”) announced that its Board of Directors has approved the repurchase of all 28,000 shares of outstanding preferred stock issued to the U.S. Treasury under the Treasury Capital Purchase Program in December 2008. Bancorp has filed a notice with the U.S. Treasury of its intent to repurchase the preferred stock. A copy of the press release is attached to this report as Exhibit 99.1.

Section 9 – Financial Statements and Exhibits

Item 9.01

Financial Statements and Exhibits

(d)

Exhibits

Exhibit

Number	Description
99.1	Press Release dated March 16, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 16, 2009

BANK OF MARIN BANCORP

by: /s/ Christina J. Cook  
Christina J. Cook  
Executive Vice President  
and Chief Financial  
Officer

EXHIBIT INDEX

Exhibit No.	Description	Page No.
<u>99.1</u>	Press Release dated March 16, 2009.	1

---