Colombo Russell A Form 4 July 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

Colombo Russell A			Symbol]	Issuer			
			Bank o	f Marin	Bancorp [BMRC	C]	(Check	c all applicable	e)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Check an approach)				
504 REDW SUITE 100	OOD BOULEV	ARD,	(Month/I 06/30/2	Day/Year) 2008			-	_X_ Director _X_ Officer (give pelow) Presi		` 1	
(Street)			Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NOVATO,	CA 94947						- I	Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non	-Derivative	Securit	ies Acqu	ired, Disposed of,	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transact Code (Instr. 8)		ed of (I 4 and 5) (A) or))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	06/30/2008			J(1)	60.6212	` '	\$ 23.18	2,127.7533	D		
Common								1 706 1005	_	D EGOD	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

1,726.4925

By ESOP

Edgar Filing: Colombo Russell A - Form 4

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

8. De

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	unsaction Date 3A. Deemed 4. 5. 6. Date Exercisable and th/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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)	\$ 26.0923					03/23/2004(2)	03/23/2014	Common Stock	24,807
Stock Options (Right to buy)	\$ 33.3333					04/01/2005(2)	04/01/2015	Common Stock	6,615
Stock Options (Right to buy)	\$ 34.5					05/01/2007(3)	05/01/2016	Common Stock	7,500
Stock Options (Right to buy)	\$ 33.2					07/13/2007(3)	07/13/2016	Common Stock	10,000
Stock Options (Right to buy)	\$ 35.18					05/01/2008(3)	05/01/2017	Common Stock	6,000
Stock Options (Right to buy)	\$ 28.75					05/01/2009(3)	05/01/2018	Common Stock	5,800

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
	X		President and CEO			

Reporting Owners 2

Colombo Russell A 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947

Signatures

Megan Carter, Attorney-in-Fact 07/02/2008

**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) Acquisition of stock under Bank of Marin Bancorp Employee Stock Purchase Plan
- (2) Exercisable 20% per year beginning on date of grant
- (3) 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.

Signatures 3