Bank of Marin Bancorp Form 5 January 13, 2009

Check this box if

no longer subject

to Section 16.

5 obligations

may continue.

Form 4 or Form

FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0362 Number: January 31,

Expires: 2005

1.0

Estimated average burden hours per

response...

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

KIRSNER JAMES Symbol			er Name and Ticker or Trading I of Marin Bancorp [BMRC]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (M	(Month/D 12/31/20	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008			-	_X_ Director Officer (give	ck all applicable) e title 10% Owner Other (specify below)				
SUITE 100	JOD BOOLLVA	KD,										
			.mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Reporting					
		`	•				(chec	k applicable line)			
NOVATO,Â	(State) (^{Zip)} Tabl	e I - Non-Deri	vative Sec	urities	Ī	X_Form Filed byForm Filed by Person ired, Disposed o	More than One R	eporting			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit Acquired Disposed (Instr. 3,	(A) of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	Â	Â	Â	Â	Â	Â	33,378	I	By Family Trust			
•	ort on a separate line:						lection of info		SEC 2270 (9-02)			

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

the form displays a currently valid OMB control number.

Edgar Filing: Bank of Marin Bancorp - Form 5

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	T:41-	or Namelana	
						Exercisable	Date	Title	Number	
					(A) (D)				of	
					(A) (D)				Shares	

of D

В

Is Fi

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner rune / rearess	Director	10% Owner	Officer	Other		
KIRSNER JAMES 504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA 94947	ÂX	Â	Â	Â		

Signatures

Megan Carter, Attorney-in-Fact 01/13/2009

**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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2