

Pelham Peter
Form 5
January 22, 2009

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
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1. Name and Address of Reporting Person *
Pelham Peter

(Last) (First) (Middle)

504 REDWOOD BOULEVARD,
SUITE 100

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
Bank of Marin Bancorp [BMRC]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008

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 Reporting

(check applicable line)

NOVATO, CA 94947

____X____ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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

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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	12/31/2008 ⁽¹⁾	Â	J ⁽¹⁾	130.8667 A \$ 0	5,004.6828	I	By ESOP
Common Stock	12/31/2008 ⁽²⁾	Â	J ⁽²⁾	464.9966 A \$ 0	5,469.6794	I	By ESOP
Common Stock	12/31/2008 ⁽¹⁾	Â	J ⁽¹⁾	34.2009 A \$ 0	1,402.5279 ⁽³⁾	I	By 401(k) Plan
Common Stock	Â	Â	Â	Â Â Â	4,042.858	D	Â

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

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(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to buy)	\$ 12.2752	Â	Â	Â	Â Â	03/14/2001 ⁽⁴⁾ 03/14/2011	Common Stock 1,729
Stock Options (Right to buy)	\$ 14.4522	Â	Â	Â	Â Â	04/01/2002 ⁽⁴⁾ 04/01/2012	Common Stock 2,735
Stock Options (Right to buy)	\$ 17.2019	Â	Â	Â	Â Â	04/01/2003 ⁽⁴⁾ 04/01/2013	Common Stock 1,737
Stock Options (Right to buy)	\$ 25.3848	Â	Â	Â	Â Â	04/01/2004 ⁽⁴⁾ 04/01/2014	Common Stock 1,654
Stock Options (Right to buy)	\$ 34.5	Â	Â	Â	Â Â	05/01/2007 ⁽⁵⁾ 05/01/2016	Common Stock 5,000
Stock Options (Right to buy)	\$ 35.18	Â	Â	Â	Â Â	05/01/2008 ⁽⁵⁾ 05/01/2017	Common Stock 4,000
Stock Options (Right to	\$ 28.75	Â	Â	Â	Â Â	05/01/2009 ⁽⁵⁾ 05/01/2018	Common Stock 2,300

buy)

Reporting Owners

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

Signatures

Megan Carter,
Attorney-in-Fact 01/22/2009

__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).
- (1) Exempt under Rule 16A-11 Additional shares resulting from dividend reinvestments
- (2) Reflects ESOP allocations that have occurred since 1/1/2008.
- (3) The reporting person's ownership of Bank of Marin Bancorp common stock through the Company's 401(k) plan was previously reported under the indirect beneficial ownership "By ESOP."
- (4) Exercisable 20% per year beginning on date of grant
- (5) Exercisable 20% per year beginning on first anniversary date of grant

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