

BANK OF MARIN BANCORP

Reported by
MCDEVITT JR WILLIAM H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/02/24 for the Period Ending 07/01/24

Address	504 REDWOOD BOULEVARD, SUITE 100 NOVATO, CA, 94947
Telephone	415-763-7781
CIK	0001403475
Symbol	BMRC
Fiscal Year	12/31

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * McDevitt Jr William H <small>(Last) (First) (Middle)</small> 504 REDWOOD BLVD., SUITE 100 <small>(Street)</small> NOVATO, CA 94947 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Bank of Marin Bancorp [BMRC] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">7/1/2024</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
4. If Amendment, Date Original Filed (MM/DD/YYYY) 		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								11,500	I	By IRA
Common Stock	7/1/2024		J(1)		1,407	A	\$16.46	29,149	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	\$23.77							(2)	7/1/2026	Common Stock	3,430		3,430	D	
Stock Options (Right to Buy)	\$34.6							1/3/2017	1/3/2027	Common Stock	2,378		2,378	D	
Stock Options (Right to Buy)	\$31.23							7/3/2017	7/3/2027	Common Stock	2,950		2,950	D	
Stock Options (Right to Buy)	\$33.9							1/2/2018	1/2/2028	Common Stock	2,546		2,546	D	
Stock Options (Right to Buy)	\$32.41							7/1/2021	7/1/2031	Common Stock	2,479		2,479	D	
Stock Options (Right to Buy)	\$37.35							1/3/2022	1/3/2032	Common Stock	2,061		2,061	D	
Stock Options (Right to Buy)	\$32.55							7/1/2022	7/1/2032	Common Stock	2,410		2,410	D	
Stock Options (Right to Buy)	\$32.54							1/3/2023	1/3/2033	Common Stock	2,317		2,317	D	

Explanation of Responses:

- (1) Shares received in payment of Director fee
- (2) Exercisable 33% per year beginning on first anniversary date of grant.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDevitt Jr William H 504 REDWOOD BLVD., SUITE 100 NOVATO, CA 94947	X			

Signatures

/s/ Krissy Meyer, Attorney-in-Fact

7/2/2024

**Signature of Reporting Person

Date

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

* 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 is insufficient, *see* Instruction 6 for procedure.

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