

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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.

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

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

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 Derivative 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)
						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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