

Mail Stop 4720

September 16, 2009

*Via US Mail and facsimile to (415) 884-9153*

Russell A. Colombo  
President and Chief Executive Officer  
Bank of Marin Bancorp  
504 Redwood Blvd., Suite 100  
Novata, CA 94947

**Re: Bank of Marin Bancorp  
Form 10-K for Fiscal Year Ended December 31, 2008  
Filed March 16, 2009  
File No. 001-33572**

Dear Mr. Colombo:

We have completed our review of your Form 10-K and related filings and have no further comments at this time.

Sincerely,

William Friar  
Senior Financial Analyst