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FARMERS & MERCHANTS BANCORP

Form 8-K

April 19, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

April 18, 2005

(Date of earliest event reported)

Farmers & Merchants Bancorp
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

000 - 26099

(Commission File Number)

94-3327828

(IRS Employer Identification No.)

111 West Pine Street, Lodi, California 95240
(Address of principal executive offices) (Zip Code)

(209) 367-2300
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changes since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(C))

Item 2.02 Results of Operations and Financial Condition

On April 18, 2005, Farmers & Merchants Bancorp issued a press release concerning financial results for the first quarter of 2005, a copy of which is included as Exhibit 99.1 and incorporated herein by reference.

Item 8.01 Other Events

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Attached as Exhibit 99.2 - Press release dated April 18, 2005 announcing the Company's 5% common stock dividend payable May 12, 2005 to shareholders of record as of April 21, 2005.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits:

99.1 Press release concerning financial results for the first quarter of 2005.
99.2 Press release announcing the Company's 5% common stock dividend.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FARMERS & MERCHANTS BANCORP

By /s/ Stephen W. Haley

Stephen W. Haley
Executive Vice President
& Chief Financial Officer

Date: April 18, 2005