

BRUNO MATHEW

Form 3

June 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â BRUNO MATHEW

(Last) (First) (Middle)

ONE SW COLUMBIA STREET,
SUITE 1200

(Street)

PORTLAND,Â ORÂ 97258

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/02/2006

3. Issuer Name **and** Ticker or Trading Symbol

UMPQUA HOLDINGS CORP [UMPQ]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Class A Common Stock

56,477 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Class	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy) Granted 1/1/2005	Â (2)	01/01/2015	Class A Common Stock	2,415	\$ 23.8261 (3)	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUNO MATHEW ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND,Â ORÂ 97258	Â X	Â	Â	Â

Signatures

By: by Steven L. Philpott - Attorney in Fact for
Date 06/09/2006

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Acquired pursuant to the merger of Western Sierra Bancorp (Western Sierra) with and into Issuer (the Merger), in exchange for the
- (1) merger consideration consisting of 1.61 shares of Issuer's common stock per share of Western Sierra common stock. The closing price of Issuer's common stock on the NASDAQ Stock Market on June 2, 2006, the effective date of the Merger, was \$27.58 per share.
- (2) All options are fully vested.
- This option was assumed by Issuer in the Merger. Each outstanding option to acquire Western Sierra common stock was converted into an option to acquire Issuer's common stock as follows: (i) the number of shares of Issuer's common stock issuable upon exercise of the
- (3) converted option is equal to the number of shares of Western Sierra common stock issuable upon exercise of the Western Sierra option prior to conversion multiplied by 1.61 and (ii) the exercise price of the converted option is equal to the exercise price of the Western Sierra option prior to conversion divided by 1.61.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.