

UMPQUA HOLDINGS CORP

Form 4

January 30, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DAVIS RAYMOND P

(Last) (First) (Middle)

ONE SW COLUMBIA STREET,  
SUITE 1200

(Street)

PORTLAND, OR 97258

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
UMPQUA HOLDINGS CORP  
[UMPQ]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/28/2008

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) President & CEO

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/28/2008                              |                                                             | J                                       | 137 A <u>11</u>                                                            | 5,525 <sup>(2)</sup>                                                                                               | I                                                                    | by 401(k)                                                         |
| Common<br>Stock                       | 01/28/2008                              |                                                             | J                                       | 110 A <u>11</u>                                                            | 4,238 <sup>(3)</sup>                                                                                               | I                                                                    | by SRP<br>Plan                                                    |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 38,284                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 142,937                                                                                                            | I                                                                    | by Spouse                                                         |

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Underlying Security<br>(Instr. 3 and 4) |                    |                 |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------|--------------------|-----------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D) | Date Exercisable                                     | Expiration<br>Date | Title           |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 15.5                                                            | 01/28/2008                              |                                                             | A                                    |                                                                                                           | 100,000                                                        |     | 01/28/2009 <sup>(4)</sup>                            | 01/27/2018         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 12                                                              |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 03/31/1999 <sup>(5)</sup>                            | 04/01/2009         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 13.34                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 01/01/2003 <sup>(5)</sup>                            | 01/02/2012         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 18.58                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 06/30/2010 <sup>(6)</sup>                            | 06/30/2013         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 19.31                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 04/27/2004 <sup>(5)</sup>                            | 04/27/2013         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 24.71                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 01/03/2006 <sup>(7)</sup>                            | 01/03/2015         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 26.12                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 12/31/2007 <sup>(8)</sup>                            | 03/05/2017         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 28.425                                                          |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 01/18/2007 <sup>(9)</sup>                            | 01/17/2016         | Common<br>Stock |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DAVIS RAYMOND P  
ONE SW COLUMBIA STREET, SUITE 1200  
PORTLAND, OR 97258

X

President & CEO

## Signatures

By: Steven L. Philpott, Attorney in Fact For: Raymond P.  
Davis

01/30/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Not required.
- (2) Holdings reported include shares acquired in the 401(k)/Profit Sharing plan through dividend reinvestment, payroll deferrals and/or employer contributions.
- (3) Holdings reported include shares acquired in the Supplemental Retirement Plan through dividend reinvestment, payroll deferrals and/or employer contributions.
- (4) Option granted 1/28/08. Beginning on the first anniversary of the grant date, the options vest at 30% per year for the first two years and 20% for the third and fourth years.
- (5) All options are fully vested.
- (6) Option granted 7/1/03. Seven years after grant date, the option vests 100%.
- (7) Option granted 1/3/05. Beginning on the first anniversary of the grant date, the options vest at 30% per year for the first two years and 20% for the third and fourth years.
- (8) Option granted 3/5/2007. Shares vest as follows: 60% on 12/31/2007, 20% on 12/31/2008 and 20% on 12/31/2009.
- (9) Option granted 1/18/06. Beginning on the first anniversary of the grant date, the options vest at 30% per year for the first two years and 20% for the third and fourth years.

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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