

UMPQUA HOLDINGS CORP  
 Form 4  
 February 13, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MASON THEODORE S**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**ONE SW COLUMBIA STREET,  
 SUITE 1200**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/12/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**PORTLAND, OR 97258**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	02/12/2008		M		7,986 A \$ 7.38	87,499	D
Common Stock	02/12/2008		M		7,260 A \$ 7.03	94,759	D
Common Stock	02/12/2008		M		5,084 A \$ 10.85	99,843	D
Common Stock	02/12/2008		M		2,627 A \$ 10.85	102,470	D
Common Stock	02/12/2008		M		242 A \$ 10.85	102,712	D

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Common Stock	02/12/2008		M	121	A	\$ 10.85	102,833	D	
Common Stock	02/12/2008		M	220	A	\$ 10.85	103,053	D	
Common Stock	02/12/2008		M	110	A	\$ 10.85	103,163	D	
Common Stock	02/12/2008		M	300	A	\$ 10.85	103,463	D	
Common Stock	02/12/2008		M	611	A	\$ 9.47	104,074	D	
Common Stock	02/12/2008		M	306	A	\$ 9.47	104,380	D	
Common Stock	02/12/2008		M	337	A	\$ 9.47	104,717	D	
Common Stock	02/12/2008		M	2,640	A	\$ 9.47	107,357	D	
Common Stock	02/12/2008		M	3,300	A	\$ 7.2	110,657	D	
Common Stock	02/12/2008		J	1,958	A	<u>(1)</u>	5,035 <u>(2)</u>	I	by Deferred Comp Pln

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option	\$ 7.03	02/12/2008		M	7,260	01/21/1999 <sup>(3)</sup> 01/21/2009	Common Stock

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(right to buy)									
Non-Qualified Stock Option (right to buy)	\$ 7.2	02/12/2008	M	3,300	03/23/2001 <sup>(3)</sup>	03/23/2011	Common Stock	3	
Non-Qualified Stock Option (right to buy)	\$ 7.38	02/12/2008	M	7,986	05/09/1999 <sup>(3)</sup>	05/09/2008	Common Stock	7	
Non-Qualified Stock Option (right to buy)	\$ 9.47	02/12/2008	M	2,640	03/19/2001 <sup>(3)</sup>	03/19/2010	Common Stock	2	
Non-Qualified Stock Option (right to buy)	\$ 9.47	02/12/2008	M	611	03/29/2000 <sup>(3)</sup>	03/29/2010	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 9.47	02/12/2008	M	306	03/29/2000 <sup>(3)</sup>	03/29/2010	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 9.47	02/12/2008	M	337	03/29/2001 <sup>(3)</sup>	03/29/2010	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 10.85	02/12/2008	M	5,084	09/23/1999 <sup>(3)</sup>	09/23/2009	Common Stock	5	
Non-Qualified Stock Option (right to buy)	\$ 10.85	02/12/2008	M	2,627	09/23/1999 <sup>(3)</sup>	09/23/2009	Common Stock	2	
Non-Qualified Stock Option (right to buy)	\$ 10.85	02/12/2008	M	242	09/23/1999 <sup>(3)</sup>	09/23/2009	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 10.85	02/12/2008	M	121	09/23/1999 <sup>(3)</sup>	09/23/2009	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 10.85	02/12/2008	M	220	09/23/1999 <sup>(3)</sup>	09/23/2009	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 10.85	02/12/2008	M	110	09/23/1999 <sup>(3)</sup>	09/23/2009	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 10.85	02/12/2008	M	300	09/23/1999 <sup>(3)</sup>	09/23/2009	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 14.65				06/26/2003 <sup>(3)</sup>	06/26/2013	Common Stock	2	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASON THEODORE S ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND, OR 97258	X			

## Signatures

By: Steven L. Philpott, Attorney in Fact For: Theodore S. Mason  
Date: 02/13/2008

\_\_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 pursuant to the Issuer's Director Compensation Plan.
- (3) All options are fully vested.

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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