

EDSON DAVID M  
Form 5  
February 09, 2009

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
EDSON DAVID M

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President-Umpqua Bank

ONE SW COLUMBIA STREET,  
SUITE 1200

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PORTLAND, OR 97258

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                    | 12/31/2008                           | ^                                                  | J                              | 14 A \$ (1) 1,021 (2)                                             | I                                                                                          | by 401(k)                                                |                                   |
| Common Stock                    | ^                                    | ^                                                  | ^                              | ^ ^ ^ 14,646                                                      | D                                                                                          | ^                                                        |                                   |

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

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SEC 2270 (9-02)

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**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 (right to buy)  | \$ 11.59                                               | Â                                    | Â                                                  | Â                              | Â                                                                                       | 07/21/2009 <sup>(3)</sup> 07/20/2018                     | Common Stock 1                                              |
| Non-Qualified Stock Option (right to buy)  | \$ 14.62                                               | Â                                    | Â                                                  | Â                              | Â                                                                                       | 10/16/2003 <sup>(4)</sup> 10/16/2012                     | Common Stock 2                                              |
| Non-Qualified Stock Option (right to buy)  | \$ 15.5                                                | Â                                    | Â                                                  | Â                              | Â                                                                                       | 01/28/2009 <sup>(5)</sup> 01/27/2018                     | Common Stock 3                                              |
| Non-Qualified Stock Option (right to buy)  | \$ 19.01                                               | Â                                    | Â                                                  | Â                              | Â                                                                                       | 09/30/2004 <sup>(4)</sup> 09/30/2013                     | Common Stock 1                                              |
| Non-Qualified Stock Option (right to buy)  | \$ 23.49                                               | Â                                    | Â                                                  | Â                              | Â                                                                                       | 01/20/2006 <sup>(6)</sup> 01/20/2015                     | Common Stock 4                                              |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |                            |       |
|---------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                                           | Director      | 10% Owner | Officer                    | Other |
| EDSON DAVID M<br>ONE SW COLUMBIA STREET, SUITE 1200<br>PORTLAND, OR 97258 | Â             | Â         | Â<br>President-Umpqua Bank | Â     |

## Signatures

By: Steven L. Philpott Attorney in Fact For: David M. Edson

02/09/2009

\*\*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) Option granted 7/21/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.

(4) All options are fully vested.

(5) Option granted 1/28/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.

(6) Option granted 1/21/05. Beginning on the day before the first anniversary of the grant date, the options vest 20% per year for five years.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.