

FARNSWORTH RON L  
 Form 4  
 February 02, 2010

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**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 \*  
 FARNSWORTH RON L

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)  
 01/29/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP/CFO

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	01/29/2010		D	416 <sup>(1)</sup>	D \$ 12.36	8,420	D
Common Stock	02/02/2010		D	416 <sup>(1)</sup>	D \$ 11.69	8,004	D
Common Stock	02/02/2010		J	20	A <u>(2)</u>	1,027 <sup>(3)</sup>	I by 401(k)
Common Stock						4,179	I by IRA
Common Stock						2,274	I by Spouse IRA

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

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 5.7					03/21/2001 <sup>(4)</sup> 03/21/2010	Common Stock 882
Non-Qualified Stock Option (right to buy)	\$ 9.23					02/02/2010 <sup>(5)</sup> 02/01/2019	Common Stock 15,000
Non-Qualified Stock Option (right to buy)	\$ 11.59					07/21/2009 <sup>(6)</sup> 07/20/2018	Common Stock 10,000
Non-Qualified Stock Option (right to buy)	\$ 13.34					01/02/2003 <sup>(4)</sup> 01/02/2012	Common Stock 1,500
Non-Qualified Stock Option (right to buy)	\$ 15.5					01/28/2009 <sup>(7)</sup> 01/27/2018	Common Stock 20,000
Non-Qualified Stock Option (right to buy)	\$ 22.94					04/19/2006 <sup>(8)</sup> 04/19/2015	Common Stock 10,000
Non-Qualified Stock Option (right to buy)	\$ 23.49					01/20/2006 <sup>(9)</sup> 01/20/2015	Common Stock 2,500

