

UMPQUA HOLDINGS CORP
Form 4
November 12, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
DAVIS RAYMOND P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Last) (First) (Middle)

ONE SW COLUMBIA STREET,
SUITE 1200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/12/2013		M		100,000 A \$ 15.5	475,506	D
Common Stock	11/12/2013		F		89,491 (1) D \$ 17.32	386,015	D
Common Stock	11/12/2013		F		5,353 (2) D \$ 17.32	380,662	D
Common Stock	11/12/2013		M		50,000 A \$ 11.59	430,662	D
Common Stock	11/12/2013		F		33,458 (1) D \$ 17.32	397,204	D

Edgar Filing: UMPQUA HOLDINGS CORP - Form 4

Common Stock	11/12/2013	F	8,427 ⁽²⁾	D	\$ 17.32	388,777	D	
Common Stock	11/12/2013	M	50,000	A	\$ 9.23	438,777	D	
Common Stock	11/12/2013	F	26,645 ⁽¹⁾	D	\$ 17.32	412,132	D	
Common Stock	11/12/2013	F	11,899 ⁽²⁾	D	\$ 17.32	400,233	D	
Common Stock	11/12/2013	M	60,000	A	\$ 12.87	460,233	D	
Common Stock	11/12/2013	F	44,584 ⁽¹⁾	D	\$ 17.32	415,649	D	
Common Stock	11/12/2013	F	7,854 ⁽²⁾	D	\$ 17.32	407,795	D	
Common Stock	11/12/2013	J	58	A	⁽³⁾	6,542 ⁽⁴⁾	I	by 401(k)
Common Stock	11/12/2013	J	59	A	⁽³⁾	6,844 ⁽⁵⁾	I	by SRP Plan
Common Stock						2,955	I	by IRA

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 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 9.23	11/12/2013		M	50,000	02/02/2010 ⁽⁶⁾	02/01/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.59	11/12/2013		M	50,000	07/21/2009 ⁽⁶⁾	07/20/2018	Common Stock

Edgar Filing: UMPQUA HOLDINGS CORP - Form 4

- (7) Option granted 8/2/2010. 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 1/31/2011. The options vest three years following the grant date to the extent that the issuer's total shareholder return achieves specified targets as compared with the KRXTR regional bank stock index.

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.