

UMPQUA HOLDINGS CORP
 Form 4
 May 25, 2016

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 *
SEIBLY JOHN GREGORY

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)
05/11/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Former Consumer Bank President

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 or (D) Price | | |
| Common Stock | 05/11/2016 | | J | | 26 ⁽¹⁾ | A | \$ 0 293,262 D |
| Common Stock | 05/11/2016 | | J | | 102,712 ⁽²⁾ | D | \$ 0 190,550 D |
| Common Stock | 05/12/2016 | | G | | 190,550 ⁽³⁾ | D | \$ 0 0 D |
| Common Stock | 05/12/2016 | | G | | 190,550 ⁽³⁾ | A | \$ 0 231,287 I by Trust |
| Common Stock | | | | | | | 4,794 I by 401(k) |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 12.16 | 05/11/2016 | | D | 8,814 ⁽⁴⁾ | 04/29/2014 04/28/2023 | Common Stock | 8,814 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SEIBLY JOHN GREGORY
ONE SW COLUMBIA STREET, SUITE 1200
PORTLAND, OR 97258

Former Consumer Bank President

Signatures

By: Andrew H. Ognall, Attorney-in-Fact For: J. Gregory Seibly

05/25/2016

__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) Shares acquired through Dividend Reinvestment under the former Sterling Bank Employee Stock Purchase Program and transferred to Mr. Seibly's holdings.
- (2) Restricted Stock Award canceled following termination of employment.
- (3) Shares contributed to family trust of which Mr. Seibly is the trustee.
- (4) Portion of stock option forfeited following termination of employment.

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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