#### **UMPQUA HOLDINGS CORP**

Form 4

February 07, 2014

# FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * FARNSWORTH RON L |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer        |  |  |
|--|---------|----------|--|---|--|--|
|  |         |          | UMPQUA HOLDINGS CORP<br>[UMPQ]                     | (Check all applicable)                                  |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)   | Director 10% OwnerX_ Officer (give title Other (specify |  |  |
| ONE SW COLUMBIA STREET,<br>SUITE 1200                      |         |          | 02/05/2014   | below) below) EVP/CFO                                   |  |  |
| (Street)   |         |          | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check               |  |  |
|  |         |          | Filed(Month/Day/Year)                              | Applicable Line) _X_ Form filed by One Reporting Person |  |  |
| PORTLAND OR 97258  |         |          |  | Form filed by More than One Reporting                   |  |  |

#### PORTLAND, OR 97258

(State)

(City)

(Zip)

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

Person

|                                      | Tuble 1 1 ton Derivative Securities Required, Disposed of, of Deficiently Owned |   |   |   |           |             |  |  |   |  |
|--------------------------------------|---|---|---|---|-----------|-------------|--|--|---|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year)   | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securit<br>on(A) or Di<br>(Instr. 3, | sposed    | of (D)      | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|                                      |   |   |   |   | (A)<br>or |             | Transaction(s)   | (msu. 1)   |   |  |
|                                      |   |   | Code V                                  | Amount                                  | (D)       | Price       | (Instr. 3 and 4)   |  |   |  |
| Common<br>Stock                      | 02/05/2014  |   | F                                       | 1,454<br>(1)                            | D         | \$<br>16.75 | 117,369  | D  |   |  |
| Common<br>Stock                      | 02/05/2014  |   | M                                       | 3,000                                   | A         | \$ 9.23     | 120,369  | D  |   |  |
| Common<br>Stock                      | 02/05/2014  |   | F                                       | 1,653<br>(2)                            | D         | \$<br>16.75 | 118,716  | D  |   |  |
| Common<br>Stock                      | 02/05/2014  |   | F                                       | 489 (1)                                 | D         | \$<br>16.75 | 118,227  | D  |   |  |
| Common<br>Stock                      | 02/05/2014  |   | M                                       | 8,000                                   | A         | \$<br>11.89 | 126,227  | D  |   |  |

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| Common<br>Stock | 02/05/2014 | F | 5,678<br>(2)  | D | \$<br>16.75 | 120,549 | D |                  |
|-----------------|------------|---|---------------|---|-------------|---------|---|------------------|
| Common<br>Stock | 02/05/2014 | F | 843 (1)       | D | \$<br>16.75 | 119,706 | D |                  |
| Common<br>Stock | 02/05/2014 | M | 20,000        | A | \$<br>10.97 | 139,706 | D |                  |
| Common<br>Stock | 02/05/2014 | F | 13,098<br>(2) | D | \$<br>16.75 | 126,608 | D |                  |
| Common<br>Stock | 02/05/2014 | F | 2,508<br>(1)  | D | \$<br>16.75 | 124,100 | D |                  |
| Common<br>Stock | 02/07/2014 | S | 7,100<br>(3)  | D | \$<br>17.14 | 117,000 | D |                  |
| Common<br>Stock |            |   |               |   |             | 1,135   | I | by 401(k)        |
| Common<br>Stock |            |   |               |   |             | 4,179   | I | by IRA           |
| Common<br>Stock |            |   |               |   |             | 2,274   | I | by Spouse<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab<br>Expiration Date<br>(Month/Day/Year |                    | 7. Title and Ar Underlying Se (Instr. 3 and 4) |
|---|---|--------------------------------------|---|--|---|---|--------------------|--|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date Exercisable  | Expiration<br>Date | Title  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 9.23   | 02/05/2014                           |   | M                                      | 3,000   | 02/02/2010(4)   | 02/01/2019         | Common<br>Stock                                |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 10.97  | 02/05/2014                           |   | M                                      | 20,000  | 01/31/2012(5)   | 01/30/2021         | Common<br>Stock                                |

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| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 11.89 | 02/05/2014 | M | 8,000 | 02/05/2011(6) | 02/05/2020 | Common<br>Stock |
|---|----------|------------|---|-------|---------------|------------|-----------------|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 22.94 |            |   |       | 04/19/2006(4) | 04/19/2015 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 23.49 |            |   |       | 01/20/2006(4) | 01/20/2015 | Common<br>Stock |

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

FARNSWORTH RON L
ONE SW COLUMBIA STREET, SUITE 1200

PORTLAND, OR 97258

EVP/CFO

## **Signatures**

By: Steven L. Philpott, Attorney in Fact For: Ron
Farnsworth

02/07/2014

\*\*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) Payment of tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3.
- (2) Payment of purchase price by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3.
- (3) Sale of securities to pay tax liability incident to vesting of a security issued in accordance with Rule 16b-3.
- (4) All options are fully vested.
- 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.
- (6) Option granted 2/5/10. Beginning on 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 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.

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