

PHILPOTT STEVEN 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 \*  
PHILPOTT STEVEN 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  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
EVP/General Counsel/Secretary

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |  |
| Common Stock                    | 01/29/2010                           |  | D                              |   | 416 <sup>(1)</sup> \$ 12.36   | D  |  |
| Common Stock                    | 02/02/2010                           |  | J                              |   | 6 A <sup>(2)</sup> 1,710 <sup>(3)</sup>   | I  | by 401(k)                                  |
| Common Stock                    |                                      |  |                                |   | 3,147   | I  | by Corporation <sup>(4)</sup>              |
| Common Stock                    |                                      |  |                                |   | 439   | I  | by Spouse <sup>(5)</sup>                   |
|                                 |                                      |  |                                |   | 178   | I  |  |

Common  
Stock

by Spouse  
IRA <sup>(5)</sup>

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 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)      | \$ 12.36   |                                      |  |                                |   | 12/20/2001 <sup>(6)</sup>                                | 12/20/2010  | Common Stock | 32                         |
| Incentive Stock Option (right to buy)      | \$ 13.23   |                                      |  |                                |   | 12/19/2001 <sup>(6)</sup>                                | 12/19/2011  | Common Stock | 1,4                        |
| Non-Qualified Stock Option (right to buy)  | \$ 9.23  |                                      |  |                                |   | 02/02/2010 <sup>(7)</sup>                                | 02/01/2019  | Common Stock | 10,0                       |
| Non-Qualified Stock Option (right to buy)  | \$ 11.59   |                                      |  |                                |   | 07/21/2009 <sup>(8)</sup>                                | 07/20/2018  | Common Stock | 10,0                       |
| Non-Qualified Stock Option (right to buy)  | \$ 15.5  |                                      |  |                                |   | 01/28/2009 <sup>(9)</sup>                                | 01/27/2018  | Common Stock | 20,0                       |
| Non-Qualified Stock Option (right to buy)  | \$ 22.94   |                                      |  |                                |   | 04/19/2006 <sup>(10)</sup>                               | 04/19/2015  | Common Stock | 10,0                       |
| Non-Qualified Stock Option (right to buy)  | \$ 23.49   |                                      |  |                                |   | 01/20/2006 <sup>(6)</sup>                                | 01/20/2015  | Common Stock | 1,5                        |

