

MASON THEODORE S  
Form 4  
October 25, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
MASON THEODORE S

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)

3. Date of Earliest Transaction (Month/Day/Year)  
10/24/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)

ONE SW COLUMBIA STREET,  
SUITE 1200

(Street)

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

PORTLAND, OR 97258

(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 (D) Price			
Class A Common Stock	10/24/2005		S(1)	5,000 D \$ 25.5738	81,066	D	
Class A Common Stock	10/24/2005		S(1)	5,000 D \$ 26.051	76,066	D	
Class A Common Stock					1,123 (2)	I	By Deferred Comp Plan

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.31					(3) 01/01/2006		Class A Common Stock	9,662
Stock Option (Right to Buy)	\$ 4.96					(3) 02/18/2007		Class A Common Stock	8,785
Stock Option (Right to Buy)	\$ 7.38					(3) 05/09/2008		Class A Common Stock	7,986
Stock Option (Right to Buy)	\$ 7.03					(3) 01/21/2009		Class A Common Stock	7,260
Stock Option (Right to Buy)	\$ 10.85					(3) 09/23/2009		Class A Common Stock	8,704
Stock Option (Right to Buy)	\$ 9.47					(3) 03/19/2010		Class A Common Stock	1,760
	\$ 9.47					(3) 03/29/2010			26,736

Stock Option (Right to Buy)				Class A Common Stock	
Stock Option (Right to Buy)	\$ 7.2	(3)	03/23/2011	Class A Common Stock	1,100
Stock Option (Right to Buy)	\$ 14.65	(3)	06/26/2013	Class A Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASON THEODORE S ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND, OR 97258	X			

## Signatures

By: by Steven L. Philpott - Attorney in Fact for  
Date: 10/25/2005

\_\_\_\_\_  
\*\*Signature of Reporting Person

## 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) Disposition pursuant to 10b5-1 Trading Plan adopted August 1, 2005.
- (2) Holdings reported include shares acquired pursuant to the Issuer's Director Compensation Plan.
- (3) All options are fully vested.

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.