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FARNSWORTH RON L

Form 4

February 08, 2010

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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... 0.5

Estimated average

See Instruction 1(b).

-(-).

(Print or Type Responses)

1. Name and Address of Reporting Person ** FARNSWORTH RON L			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			UMPQUA HOLDINGS CORP [UMPQ]	(Check all applicable)		
(Last) ONE SW CC		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/05/2010	Director 10% Owner _X_ Officer (give title Other (specify below) below) EVP/CFO		
SUITE 1200						
	(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 Person

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acc	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (D) (Instr. 3, 4	sposed	of	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)
Common Stock	02/05/2010		A	20,000 (1)	A	\$ 0	28,004	D	
Common Stock							1,027	I	by 401(k)
Common Stock							4,179	I	by IRA
Common Stock							2,274	I	by Spouse IRA

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A) (D	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 11.89	02/05/2010		A	40,000	02/05/2011(2)	02/05/2020	Common Stock
Incentive Stock Option (right to buy)	\$ 5.7					03/21/2001(3)	03/21/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.23					02/02/2010(4)	02/01/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.59					07/21/2009(5)	07/20/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.34					01/02/2003(3)	01/02/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.5					01/28/2009(6)	01/27/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.94					04/19/2006(7)	04/19/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.49					01/20/2006(3)	01/20/2015	Common Stock

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Reporting Owners

Reporting Owner Name / Address Relationships

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

02/08/2010

**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) Restricted stock grant pursuant to 2003 Stock Incentive Plan, exempt under Rule 16b-3.
- (2) Option granted 2/5/10. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (3) All options are fully vested.
- (4) Option granted 2/2/09. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (5) Option granted 7/21/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (6) Option granted 1/28/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (7) Option granted 4/20/05. Beginning on the day before 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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