UMPQUA HOLDINGS CORP

Form 4

January 28, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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 See Instruction

1(b).

(Last)

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person * PHILPOTT STEVEN L

(First)

2. Issuer Name and Ticker or Trading

Symbol

UMPQUA HOLDINGS CORP

[UMPQ]

3. Date of Earliest Transaction

(Month/Day/Year) 01/27/2014

ONE SW COLUMBIA STREET, **SUITE 1200**

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify

below) below)

EVP/General Counsel/Secretary

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PORTLAND, OR 9	7258
----------------	------

(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)	Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed 4 and 5 (A) or	l of (D) 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)
Common Stock	01/27/2014		Code V	Amount 1,110 (1)	(D)	Price \$ 18.23	83,552	D	
Common Stock	01/27/2014		A	15,000 (2)	A	\$ 0	98,552	D	
Common Stock	01/27/2014		A	10,000 (3)	A	\$ 0	108,552	D	
Common Stock	01/27/2014		J	70	A	<u>(4)</u>	1,890 (5)	I	by 401(k)
Common Stock							3,147	I	by Corporation

Edgar Filing: UMPQUA HOLDINGS CORP - Form 4

	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			
Stock Reminder: Report on a separate line for each class of securities bene	ficially owned directly or indirectly.		IRA <u>(7)</u>	
Common	178	I	by Spouse	
Common Stock	439	I	by Spouse <u>(</u>	
			<u>(6)</u>	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4	Securit
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 9.23					02/02/2010(8)	02/01/2019	Common Stock	10,0
Non-Qualified Stock Option (right to buy)	\$ 10.97					01/31/2014(9)	01/30/2021	Common Stock	14,0
Non-Qualified Stock Option (right to buy)	\$ 11.59					07/21/2009(10)	07/20/2018	Common Stock	10,0
Non-Qualified Stock Option (right to buy)	\$ 11.89					02/05/2011(11)	02/05/2020	Common Stock	25,0
Non-Qualified Stock Option (right to buy)	\$ 15.5					01/28/2009(12)	01/27/2018	Common Stock	20,0
Non-Qualified Stock Option (right to buy)	\$ 22.94					04/19/2006(12)	04/19/2015	Common Stock	10,0

Non-Qualified Stock Option

(right to buy)

\$ 23.49

 $01/20/2006\underline{^{(12)}} \quad 01/20/2015$

Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PHILPOTT STEVEN L ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND, OR 97258

EVP/General Counsel/Secretary

Signatures

Steven L. 01/28/2014

**Signature of Date
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) 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.
- RSA granted 1/27/14. The grant vests 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.
- (3) Beginning on the first anniversary of the grant date, the options vest 33 1/3% per year for three years.
- (4) Not required.
- (5) Holdings reported include shares acquired in the 401(k)/Profit Sharing plan through dividend reinvestment, payroll deferrals and/or employer contributions.
- (6) Steven L. Philpott, P.C. (100%)
- (7) The reporting person disclaims beneficial ownership of these securities.
- (8) Option granted 2/2/09. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (9) 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.
- (10) Option granted 7/21/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (11) Option granted 2/5/10. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (12) 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.

Reporting Owners 3