

UMPQUA HOLDINGS CORP  
Form 4  
February 07, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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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 \*  
FARNSWORTH RON L

(Last) (First) (Middle)  
ONE SW COLUMBIA STREET,  
SUITE 1200  
(Street)

PORTLAND, OR 97258

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
UMPQUA HOLDINGS CORP  
[UMPQ]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP/CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 02/05/2014                           |  | F                              | (1)   | 1,454   | D  | \$ 16.75 117,369                                      |
| Common Stock                    | 02/05/2014                           |  | M                              |   | 3,000   | A  | \$ 9.23 120,369                                       |
| Common Stock                    | 02/05/2014                           |  | F                              | (2)   | 1,653   | D  | \$ 16.75 118,716                                      |
| Common Stock                    | 02/05/2014                           |  | F                              | (1)   | 489   | D  | \$ 16.75 118,227                                      |
| Common Stock                    | 02/05/2014                           |  | M                              |   | 8,000   | A  | \$ 11.89 126,227                                      |

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|              |            |   |               |   |          |         |   |               |
|--------------|------------|---|---------------|---|----------|---------|---|---------------|
| Common Stock | 02/05/2014 | F | 5,678<br>(2)  | D | \$ 16.75 | 120,549 | D |               |
| Common Stock | 02/05/2014 | F | 843 (1)       | D | \$ 16.75 | 119,706 | D |               |
| Common Stock | 02/05/2014 | M | 20,000        | A | \$ 10.97 | 139,706 | D |               |
| Common Stock | 02/05/2014 | F | 13,098<br>(2) | D | \$ 16.75 | 126,608 | D |               |
| Common Stock | 02/05/2014 | F | 2,508<br>(1)  | D | \$ 16.75 | 124,100 | D |               |
| Common Stock | 02/07/2014 | S | 7,100<br>(3)  | D | \$ 17.14 | 117,000 | D |               |
| Common Stock |            |   |               |   |          | 1,135   | 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. 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Non-Qualified Stock Option (right to buy)  | \$ 9.23  | 02/05/2014                           |  | M                              | 3,000   | 02/02/2010 <sup>(4)</sup> 02/01/2019                     | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 10.97   | 02/05/2014                           |  | M                              | 20,000  | 01/31/2012 <sup>(5)</sup> 01/30/2021                     | Common Stock                                      |

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |         |
|--|---------------|-----------|---------|---------|
|  | Director      | 10% Owner | Officer | Other   |
| FARNSWORTH RON L<br>ONE SW COLUMBIA STREET, SUITE 1200<br>PORTLAND, OR 97258 |               |           |         | EVP/CFO |

## Signatures

By: Steven L. Philpott, Attorney in Fact For: Ron Farnsworth  
Date: 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.
- (5) 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.

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