

MCLAUGHLIN NEAL T  
Form 4  
February 05, 2018

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

OMB APPROVAL  
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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 \*  
MCLAUGHLIN NEAL T

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

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

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/02/2018

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/02/2018		D	1,566 (1)	\$ 0	D	
Common Stock	02/02/2018		F	2,470 (2)	\$ 21.86	D	
Common Stock	02/02/2018		F	649 (2)	\$ 21.86	D	
Common Stock	02/02/2018		A	6,862 (3)	\$ 0	D	
Common Stock	02/02/2018		A	4,575 (4)	\$ 0	D	



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- (2) 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.
- (3) PSA granted 2/02/18. The grant vests three years following the grant date based on the issuer's total shareholder return performance compared to a regional bank stock index and the issuer's return on tangible common equity compared to a group of peers.
- (4) RSA granted 2/02/18. Beginning on the first anniversary of the grant date, the grant shares vest 33 1/3% per year for three years.
- (5) 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.

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