

MASON THEODORE S
Form 5
February 08, 2006

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
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response... 1.0

1. Name and Address of Reporting Person *
MASON THEODORE S

(Last) (First) (Middle)

ONE SW COLUMBIA STREET,
SUITE 1200

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

PORTLAND, OR 97258

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or Amount (D) Price			
Class A Common Stock	Â	Â	Â	Â Â Â	85,728	D	Â
Class A Common Stock	Â	Â	Â	Â Â Â	1,394 ⁽¹⁾	I	By Deferred Comp Plan

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information
contained in this form are not required to respond unless**

SEC 2270
(9-02)

the form displays a currently valid OMB control number.

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. I De Sec (In
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.96	Â	Â	Â	Â Â Â (2)	02/18/2007	Class A Common Stock	8,785
Stock Option (Right to Buy)	\$ 7.38	Â	Â	Â	Â Â Â (2)	05/09/2008	Class A Common Stock	7,986
Stock Option (Right to Buy)	\$ 7.03	Â	Â	Â	Â Â Â (2)	01/21/2009	Class A Common Stock	7,260
Stock Option (Right to Buy)	\$ 10.85	Â	Â	Â	Â Â Â (2)	09/23/2009	Class A Common Stock	8,704
Stock Option (Right to Buy)	\$ 9.47	Â	Â	Â	Â Â Â (2)	03/19/2010	Class A Common Stock	1,760
Stock Option (Right to Buy)	\$ 9.47	Â	Â	Â	Â Â Â (2)	03/29/2010	Class A Common Stock	26,736
Stock Option (Right to Buy)	\$ 7.2	Â	Â	Â	Â Â Â (2)	03/23/2011	Class A Common Stock	1,100
	\$ 14.65	Â	Â	Â	Â Â Â (2)	06/26/2013		2,000

Stock
Option
(Right to
Buy)

Class A
Common
Stock

Reporting Owners

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

Signatures

By: by Steven L. Philpott - Attorney in
Fact for

02/08/2006

____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) Holdings reported include shares acquired pursuant to the Issuer's Director Compensation Plan.
- (2) All options are fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.