

DAVIS RAYMOND P
Form 4
March 23, 2010

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 *
DAVIS RAYMOND P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE SW COLUMBIA STREET,
SUITE 1200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/19/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 03/19/2010 | | A | (A) V Amount 5,319 (1) | \$ 13.5 209,540 | D | |
| Common Stock | | | | | 5,969 | I | by 401(k) |
| Common Stock | | | | | 2,955 | I | by IRA |
| Common Stock | | | | | 6,236 | I | by SRP Plan |

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 Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 9.23 | | | | | 02/02/2010 ⁽²⁾ | 02/01/2019 | Common Stock | 50,000 |
| Non-Qualified Stock Option (right to buy) | \$ 11.59 | | | | | 07/21/2009 ⁽³⁾ | 07/20/2018 | Common Stock | 50,000 |
| Non-Qualified Stock Option (right to buy) | \$ 13.34 | | | | | 01/01/2003 ⁽⁴⁾ | 01/02/2012 | Common Stock | 50,000 |
| Non-Qualified Stock Option (right to buy) | \$ 15.5 | | | | | 01/28/2009 ⁽⁵⁾ | 01/27/2018 | Common Stock | 100,000 |
| Non-Qualified Stock Option (right to buy) | \$ 18.58 | | | | | 06/30/2010 ⁽⁶⁾ | 06/30/2013 | Common Stock | 75,000 |
| Non-Qualified Stock Option (right to buy) | \$ 19.31 | | | | | 04/27/2004 ⁽⁴⁾ | 04/27/2013 | Common Stock | 75,000 |
| Non-Qualified Stock Option (right to buy) | \$ 24.71 | | | | | 01/03/2006 ⁽⁴⁾ | 01/03/2015 | Common Stock | 75,000 |
| Non-Qualified Stock Option (right to buy) | \$ 26.12 | | | | | 12/31/2007 ⁽⁴⁾ | 03/05/2017 | Common Stock | 50,000 |
| Non-Qualified Stock Option | \$ 28.425 | | | | | 01/18/2007 ⁽⁷⁾ | 01/17/2016 | Common Stock | 25,000 |

(right to buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAVIS RAYMOND P ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND, OR 97258 | X | | President & CEO | |

Signatures

Raymond P.
Davis

03/23/2010

__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) Shares issued under a grant dated April 17, 2007 pursuant to the 2007 Long Term Incentive Plan. Vesting is based on: (1) the Issuer's financial performance over a 36 month period compared to a peer group of companies; and (2) continuous employment by the Issuer through February 15, 2010. Measurement start date of performance began January 1, 2007 and ended December 31, 2009. According to the Agreement, issuance of the shares is to occur as soon as practicable after the peer group's year ended financials are reported.
 - (2) Option granted 2/02/09. Beginning on the first anniversary of the grant date, the options vest at 30% per year for the first two years and 20% for the third and fourth years.
 - (3) Option granted 7/21/08. Beginning on the first anniversary of the grant date, the options vest at 30% per year for the first two years and 20% for the third and fourth years.
 - (4) All options are fully vested.
 - (5) Option granted 1/28/08. Beginning on the first anniversary of the grant date, the options vest at 30% per year for the first two years and 20% for the third and fourth years.
 - (6) Option granted 7/1/03. Seven years after grant date, the option vests 100%.
 - (7) Option granted 1/18/06. Beginning on the first anniversary of the grant date, the options vest at 30% per year for the first two years and 20% for the third and fourth 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.