

UMPQUA HOLDINGS CORP

Form 4

December 08, 2016

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

(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)
12/07/2016

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/Treasurer

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/07/2016		M		2,000 A \$ 9.23	80,801	D
Common Stock	12/07/2016		F		975 <u>(1)</u> D \$ 18.93	79,826	D
Common Stock	12/07/2016		F		372 <u>(2)</u> D \$ 18.93	79,454	D
Common Stock	12/07/2016		M		5,000 A \$ 10.97	84,454	D
Common Stock	12/07/2016		F		2,905 <u>(1)</u> D \$ 18.88	81,549	D

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Common Stock	12/07/2016	F	764 ⁽²⁾	D	\$ 18.93	80,785	D	
Common Stock	12/07/2016	J	17 ⁽³⁾	A	⁽⁴⁾	866	I	by 401(k)

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

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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
Non-Qualified Stock Option (right to buy)	\$ 9.23	12/07/2016		M	2,000	02/02/2010 ⁽⁵⁾ 02/01/2019	Common Stock	2	
Non-Qualified Stock Option (right to buy)	\$ 10.97	12/07/2016		M	5,000	01/31/2012 ⁽⁵⁾ 01/30/2021	Common Stock	5	
Non-Qualified Stock Option (right to buy)	\$ 11.89					02/05/2011 ⁽⁵⁾ 02/05/2020	Common Stock	2	
Non-Qualified Stock Option (right to buy)	\$ 15.5					01/28/2009 ⁽⁵⁾ 01/27/2018	Common Stock	1	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCLAUGHLIN NEAL T ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND, OR 97258			EVP/Treasurer	

Signatures

By: Andrew H. Ognall, Attorney-in-Fact For: Neal T. McLaughlin

12/08/2016

__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 purchase price 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 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) Holdings reported include shares acquired pursuant to a dividend reinvestment plan for this account in transactions that were exempt under Rule 16b-3(c).
- (4) Not required.
- (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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