

FARNSWORTH RON L

Form 4

February 17, 2010

FORM 4**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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FARNSWORTH RON L

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2010

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP/CFO

(Street)

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

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

PORTLAND, OR 97258

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/16/2010		M		882	A	\$ 5.7	28,886	D	
Common Stock								1,027	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 Amount Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Incentive Stock Option (right to buy)	\$ 5.7	02/16/2010		M	882	03/21/2001 ⁽¹⁾ 03/21/2010	Common Stock	88
Non-Qualified Stock Option (right to buy)	\$ 9.23					02/02/2010 ⁽³⁾ 02/01/2019	Common Stock	15,
Non-Qualified Stock Option (right to buy)	\$ 11.59					07/21/2009 ⁽⁴⁾ 07/20/2018	Common Stock	10,
Non-Qualified Stock Option (right to buy)	\$ 11.89					02/05/2011 ⁽⁵⁾ 02/05/2020	Common Stock	40,
Non-Qualified Stock Option (right to buy)	\$ 13.34					01/02/2003 ⁽¹⁾ 01/02/2012	Common Stock	1,5
Non-Qualified Stock Option (right to buy)	\$ 15.5					01/28/2009 ⁽⁶⁾ 01/27/2018	Common Stock	20,
Non-Qualified Stock Option (right to buy)	\$ 22.94					04/19/2006 ⁽⁷⁾ 04/19/2015	Common Stock	10,
Non-Qualified Stock Option (right to buy)	\$ 23.49					01/20/2006 ⁽¹⁾ 01/20/2015	Common Stock	2,5

Reporting Owners

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

Signatures

By: Steven L. Philpott, Attorney in Fact For: Ron Farnsworth

02/17/2010

__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) All options are fully vested.
- (2) Not required.
- (3) Option granted 2/2/09. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (4) Option granted 7/21/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (5) Option granted 2/5/10. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (6) Option granted 1/28/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (7) Option granted 4/20/05. Beginning on the day before 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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