

DAVIS RAYMOND P
Form 4
March 23, 2011

FORM 4

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

OMB APPROVAL

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

(Last) (First) (Middle)

ONE SW COLUMBIA STREET,
SUITE 1200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2011

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 03/22/2011 | | A | (A) or (D) Code V Amount Price A 27,111 (1) \$ 10.69 | 289,626 | D | |
| Common Stock | | | | | 6,054 | I | by 401(k) |
| Common Stock | | | | | 2,955 | I | by IRA |
| Common Stock | | | | | 6,335 | I | by SRP Plan |

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

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SEC 1474
(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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number 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) | \$ 10.97 | | | | | 01/31/2012 ⁽³⁾ 01/30/2021 | Common Stock 75,000 |
| Non-Qualified Stock Option (right to buy) | \$ 11.59 | | | | | 07/21/2009 ⁽⁴⁾ 07/20/2018 | Common Stock 50,000 |
| Non-Qualified Stock Option (right to buy) | \$ 12.87 | | | | | 08/02/2011 ⁽⁵⁾ 08/01/2020 | Common Stock 75,000 |
| Non-Qualified Stock Option (right to buy) | \$ 13.34 | | | | | 01/01/2003 ⁽⁶⁾ 01/02/2012 | Common Stock 50,000 |
| Non-Qualified Stock Option (right to buy) | \$ 15.5 | | | | | 01/28/2009 ⁽⁷⁾ 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 ⁽⁶⁾ 04/27/2013 | Common Stock 75,000 |
| Non-Qualified Stock Option | \$ 24.71 | | | | | 01/03/2006 ⁽⁶⁾ 01/03/2015 | Common Stock 75,000 |

(right to buy)

Non-Qualified
Stock Option \$ 26.12
(right to buy)

12/31/2007⁽⁶⁾ 03/05/2017

Common
Stock 50,0

Non-Qualified
Stock Option \$ 28.425
(right to buy)

01/18/2007⁽⁶⁾ 01/17/2016

Common
Stock 25,0

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

By: Steven L. Philpott, Attorney in Fact For: Raymond P. Davis
03/23/2011

__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).

- Shares issued under a grant dated March 23, 2008 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
- (1) through February 15, 2011. Measurement start date of performance began January 1, 2008 and ended December 31, 2010. Issuance of the shares is to occur as soon as practicable after the peer group's year end financials are reported on Form 10-K. Shares issued are net of shares withheld to pay related tax liability.
 - (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 1/31/2011. 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) 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.
 - (5) Option granted 8/2/2010. 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) All options are fully vested.
 - (7) 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.

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.