

UMPQUA HOLDINGS CORP  
 Form 4  
 April 19, 2007

**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

(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)  
 04/17/2007

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)  
 President & CEO

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)
Common Stock	04/17/2007		A	(1) 38,284	\$ 0 38,284	D	
Common Stock	04/17/2007		J	946	(2) 4,128	I	by SRP Plan
Common Stock					5,388	I	by 401(k)
Common Stock					142,937	I	by Spouse

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 or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 12					03/31/1999 <sup>(3)</sup> 04/01/2009	Common Stock 50,000
Non-Qualified Stock Option (right to buy)	\$ 13.34					01/01/2003 <sup>(3)</sup> 01/02/2012	Common Stock 50,000
Non-Qualified Stock Option (right to buy)	\$ 18.58					06/30/2010 <sup>(4)</sup> 06/30/2013	Common Stock 75,000
Non-Qualified Stock Option (right to buy)	\$ 19.31					04/27/2004 <sup>(5)</sup> 04/27/2013	Common Stock 75,000
Non-Qualified Stock Option (right to buy)	\$ 24.71					01/03/2006 <sup>(6)</sup> 01/03/2015	Common Stock 75,000
Non-Qualified Stock Option (right to buy)	\$ 26.12					12/31/2007 <sup>(7)</sup> 03/05/2017	Common Stock 50,000
Non-Qualified Stock Option (right to buy)	\$ 28.425					01/18/2007 <sup>(8)</sup> 01/17/2016	Common Stock 25,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

DAVIS RAYMOND P  
ONE SW COLUMBIA STREET, SUITE 1200    X    President & CEO  
PORTLAND, OR 97258

## Signatures

By: Steven L. Philpott, Attorney in Fact For: Raymond P. Davis    04/19/2007

\_\_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).  
Deferred restricted stock grant pursuant to 2003 Stock Incentive Plan which was effective upon shareholder approval of a Plan amendment. The shares vest on a schedule ranging from 35% to 100% depending on when, how and why the Reporting Person's employment terminates.
  - (1) Holdings reported include shares acquired in the Supplemental Retirement Plan through dividend reinvestment, payroll deferrals and/or employer contributions.
  - (2) All options are fully vested.
  - (3) Option granted 7/1/03. Seven years after grant date, the option vests 100%.
  - (5) Option granted 4/28/03. Beginning on the day before 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 1/3/05. 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.
  - (7) Option granted 3/5/2007. Shares vest as follows: 60% on 12/31/2007, 20% on 12/31/2008 and 20% on 12/31/2009.
  - (8) 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.