

SULLIVAN DANIEL A

Form 4

December 04, 2008

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SULLIVAN DANIEL A

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)  
12/03/2008

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP/CIO

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
|                                       |   |   | Code                                    | V   | Amount   | (A)<br>or<br>(D)   | Price                                   |
| Common<br>Stock                       | 12/03/2008                              |   | S                                       |   | 10,000   | D  | \$<br>12.5                              |
| Common<br>Stock                       | 12/04/2008                              |   | S                                       |   | 5,000  | D  | \$ 13                                   |
| Common<br>Stock                       |   |   |   |   |  |  | 1,748                                   |
|                                       |   |   |   |   |  | I  | by 401(k)                               |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|---|---|---|---|---|--|--|
|   |   |   |   | Code                                    | V (A) (D)   | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>or<br>Number<br>of Shares                     |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 11.59  |   |   |   |   | 07/21/2009 <sup>(1)</sup> 07/20/2018                           | Common<br>Stock 10,000   |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 15.5   |   |   |   |   | 01/28/2009 <sup>(2)</sup> 01/27/2018                           | Common<br>Stock 15,000   |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 19.01  |   |   |   |   | 09/30/2004 <sup>(3)</sup> 09/30/2013                           | Common<br>Stock 10,000   |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 23.49  |   |   |   |   | 01/20/2006 <sup>(4)</sup> 01/20/2015                           | Common<br>Stock 40,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| SULLIVAN DANIEL A<br>ONE SW COLUMBIA STREET, SUITE 1200<br>PORTLAND, OR 97258 | EVP/CIO                          |

## Signatures

By: Steven L. Philpott, Attorney in Fact For: Daniel A.  
Sullivan

12/04/2008

\_\_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) Option granted 7/21/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.

(2) Option granted 1/28/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.

(3) Option granted 9/30/03. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.

(4) Option granted 1/21/05. 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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