UMPQUA HOLDINGS CORP

Form 4

November 15, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(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]

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

5. Relationship of Reporting Person(s) to

(First)

(Middle)

(Month/Day/Year)

11/15/2016

Other (specify X_ Officer (give title below) EVP/CFO

ONE SW COLUMBIA STREET, **SUITE 1200**

> (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

Issuer

PORTLAND, OR 97258

							i cison		
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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)	
Common Stock	11/15/2016		Code V M	Amount 8,000	(D)	Price \$ 11.89	183,750	D	
Common Stock	11/15/2016		F	5,313 (1)	D	\$ 17.9	178,437	D	
Common Stock	11/15/2016		F	1,369 (2)	D	\$ 17.9	177,068	D	
Common Stock	11/15/2016		J	26 (3)	A	<u>(4)</u>	1,258	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number to for 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 Ame Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai or Ni of Sh
Non-Qualified Stock Option (right to buy)	\$ 11.89	11/15/2016		M	8,000	02/05/2011(5)	02/05/2020	Common Stock	8

Relationshins

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: Andrew H. Ognall, Attorney-in-Fact For: Ron L.

Farnsworth 11/15/2016

**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)

Reporting Owners 2

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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 in the 401(k)/Profit Sharing plan through dividend reinvestment, payroll deferrals and/or employer contributions 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. 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.