

FARNSWORTH RON L  
 Form 4  
 April 22, 2005

**FORM 4**

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

OMB APPROVAL

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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

(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)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Principal Accounting Officer

200 SW MARKET STREET, SUITE 1900

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

(Street)

PORTLAND, OR 97201

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Class A Common Stock            |                                      |  |                                |   | 500   | D  |                                   |
| Class A Common Stock            |                                      |  |                                |   | 580   | I  | By 401(k)                         |
| Class A Common Stock            |                                      |  |                                |   | 2,500   | I  | By IRA                            |
| Class A Common Stock            |                                      |  |                                |   | 2,274   | I  | By Spouse                         |

Common  
Stock

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 of Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                            |
| Stock Option (Right to Buy) - Granted 4/20/2005 | \$ 22.94   | 04/20/2005                           |  | A                              | 10,000  | 04/19/2006 <sup>(1)</sup> 04/19/2015                     | Class A Common Stock 10,000                                 |
| Stock Option (Right to Buy) - Granted 1/2/2002  | \$ 13.34   |                                      |  |                                |   | 01/02/2003 <sup>(2)</sup> 01/02/2012                     | Class A Common Stock 1,500                                  |
| Stock Option (Right to Buy) - Granted 1/21/2005 | \$ 23.49   |                                      |  |                                |   | 01/20/2006 <sup>(1)</sup> 01/20/2015                     | Class A Common Stock 2,500                                  |
| Stock Option (Right to Buy) - Granted 3/21/2000 | \$ 5.7   |                                      |  |                                |   | 03/21/2001 <sup>(3)</sup> 03/21/2010                     | Class A Common Stock 88,000                                 |
|   | \$ 5.13  |                                      |  |                                |   | 09/19/2005 <sup>(4)</sup> 09/19/2010                     | 12,600  |

Stock  
Option  
(Right to  
Buy) -  
Granted  
9/19/2000

Class A  
Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                    |       |
|--|---------------|-----------|------------------------------------|-------|
|  | Director      | 10% Owner | Officer                            | Other |
| FARNSWORTH RON L<br>200 SW MARKET STREET, SUITE 1900<br>PORTLAND, OR 97201 |               |           | Principal<br>Accounting<br>Officer |       |

## Signatures

By: by Steven L. Philpott - Attorney in  
Fact for 04/22/2005

\_\_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) Beginning on the day before the first anniversary of the grant date, the options vest 20% per year for five years.
  - (2) Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
  - (3) All options are fully vested.
  - (4) Five years after grant date, the option vests 100%.

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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