

MASON THEODORE S
Form 4
March 18, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MASON THEODORE S

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)
200 SW MARKET STREET, SUITE
1900

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

03/18/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/18/2005		M		15,943	A	\$ 2.71
					91,806	D	

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
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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)**

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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)		8.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 2.71	03/18/2005		M	15,943	<u>(1)</u>	03/20/2005	Class A Common Stock	15,943	
Stock Option (Right to Buy)	\$ 3.31					<u>(1)</u>	01/01/2006	Class A Common Stock	9,662	
Stock Option (Right to Buy)	\$ 4.96					<u>(1)</u>	02/18/2007	Class A Common Stock	8,785	
Stock Option (Right to Buy)	\$ 7.38					<u>(1)</u>	05/09/2008	Class A Common Stock	7,986	
Stock Option (Right to Buy)	\$ 7.03					<u>(1)</u>	01/21/2009	Class A Common Stock	7,260	
Stock Option (Right to Buy)	\$ 10.85					<u>(1)</u>	09/23/2009	Class A Common Stock	8,704	
Stock Option (Right to Buy)	\$ 9.47					<u>(1)</u>	03/19/2010	Class A Common Stock	1,760	
Stock Option (Right to Buy)	\$ 9.47					<u>(1)</u>	03/29/2010	Class A Common Stock	26,736	
Stock Option (Right to Buy)	\$ 7.2					<u>(1)</u>	03/23/2011	Class A Common Stock	1,100	

Stock					
Option					
(Right to	\$ 14.65	(1)	06/26/2013	Class A	
Buy)				Common	2,000
				Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASON THEODORE S 200 SW MARKET STREET, SUITE 1900 PORTLAND, OR 97201		X		

Signatures

By: by Steven L. Philpott - Attorney in
Fact for

03/18/2005

__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).

This restricted stock award/option was assumed by Umpqua Holdings Corporation in the merger and was exchanged by a 1 for 1 ratio to
(1) purchase shares of Umpqua common stock with the same number of options and exercise price. All options and restricted stock awards 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.

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