

PHILPOTT STEVEN L  
Form 4  
January 26, 2011

**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 \*  
PHILPOTT STEVEN 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)  
12/20/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP/General Counsel/Secretary

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)  
 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 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 01/25/2011                           |  | D                              | 79 <sup>(1)</sup>   | \$ 12.09  | D  |  |
| Common Stock                    | 01/25/2011                           |  | J                              | 28  | A <sup>(2)</sup>  | 1,738 <sup>(3)</sup>                                     | I by 401(k)                                |
| Common Stock                    |                                      |  |                                |   |   | 3,147  | I by Corporation <sup>(4)</sup>            |
| Common Stock                    |                                      |  |                                |   |   | 439  | I by Spouse <sup>(5)</sup>                 |
|                                 |                                      |  |                                |   |   | 178  | I  |

Common  
Stock

by Spouse  
IRA <sup>(5)</sup>

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.**

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**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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Incentive Stock Option (right to buy)      | \$ 12.36   | 12/20/2010                           |  | J                              | 323   | 12/20/2001 <sup>(6)</sup> 12/20/2010                     | Common Stock  | 3                          |                            |
| Incentive Stock Option (right to buy)      | \$ 13.23   |                                      |  |                                |   | 12/19/2001 <sup>(7)</sup> 12/19/2011                     | Common Stock  | 1                          |                            |
| Non-Qualified Stock Option (right to buy)  | \$ 9.23  |                                      |  |                                |   | 02/02/2010 <sup>(8)</sup> 02/01/2019                     | Common Stock  | 10                         |                            |
| Non-Qualified Stock Option (right to buy)  | \$ 11.59   |                                      |  |                                |   | 07/21/2009 <sup>(9)</sup> 07/20/2018                     | Common Stock  | 10                         |                            |
| Non-Qualified Stock Option (right to buy)  | \$ 11.89   |                                      |  |                                |   | 02/05/2011 <sup>(10)</sup> 02/05/2020                    | Common Stock  | 25                         |                            |
| Non-Qualified Stock Option (right to buy)  | \$ 15.5  |                                      |  |                                |   | 01/28/2009 <sup>(11)</sup> 01/27/2018                    | Common Stock  | 20                         |                            |
| Non-Qualified Stock Option (right to buy)  | \$ 22.94   |                                      |  |                                |   | 04/19/2006 <sup>(7)</sup> 04/19/2015                     | Common Stock  | 10                         |                            |
|  | \$ 23.49   |                                      |  |                                |   | 01/20/2006 <sup>(7)</sup> 01/20/2015                     |   | 1                          |                            |

