

PHILPOTT STEVEN L
Form 4
February 01, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)

ONE SW COLUMBIA STREET,
SUITE 1200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2013

____ Director
 Officer (give title below) _____ Other (specify below)
EVP/General Counsel/Secretary

PORTLAND, OR 97258

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

(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 Beneficial Ownership (Instr. 4)
Common Stock	01/31/2013		A	(A) or (D) Code V Amount Price (1) 8,000 \$ 0	73,911	D	
Common Stock	01/31/2013		A	(A) or (D) Code V Amount Price (1) 12,000 \$ 0	85,911	D	
Common Stock					1,820	I	by 401(k)
Common Stock					3,147	I	by Corporation (2)
					439	I	by Spouse (3)

Common
Stock

Common
Stock

178

I

by Spouse
IRA (3)

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

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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)

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
Non-Qualified Stock Option (right to buy)	\$ 9.23					02/02/2010 ⁽⁴⁾ 02/01/2019	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 10.97					01/31/2014 ⁽⁵⁾ 01/30/2021	Common Stock	14,000
Non-Qualified Stock Option (right to buy)	\$ 11.59					07/21/2009 ⁽⁶⁾ 07/20/2018	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 11.89					02/05/2011 ⁽⁷⁾ 02/05/2020	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 15.5					01/28/2009 ⁽⁸⁾ 01/27/2018	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 22.94					04/19/2006 ⁽⁸⁾ 04/19/2015	Common Stock	10,000
	\$ 23.49					01/20/2006 ⁽⁸⁾ 01/20/2015		1,500

Non-Qualified
Stock Option
(right to buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

PHILPOTT STEVEN L
ONE SW COLUMBIA STREET, SUITE 1200
PORTLAND, OR 97258

EVP/General Counsel/Secretary

Signatures

Steven L.
Philpott 02/01/2013

 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) Restricted stock grant pursuant to 2003 Stock Incentive Plan, exempt under Rule 16b-3.
- (2) Steven L. Philpott , P.C. (100%)
- (3) The reporting person disclaims beneficial ownership of these securities.
- (4) Option granted 2/2/09. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (5) Option granted 1/31/2011. The options vest three years following the grant date to the extent that the issuer's total shareholder return achieves specified targets as compared with the KRXTR regional bank stock index.
- (6) Option granted 7/21/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (7) Option granted 2/5/10. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (8) All 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.