

UMPQUA HOLDINGS CORP  
 Form 4  
 February 07, 2014

**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

(Last) (First) (Middle)  
 ONE SW COLUMBIA STREET,  
 SUITE 1200  
 (Street)

PORTLAND, OR 97258

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 UMPQUA HOLDINGS CORP  
 [UMPQ]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP/CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/05/2014		F	(1) 1,454 D \$ 16.75	117,369	D	
Common Stock	02/05/2014		M	3,000 A \$ 9.23	120,369	D	
Common Stock	02/05/2014		F	(2) 1,653 D \$ 16.75	118,716	D	
Common Stock	02/05/2014		F	(1) 489 D \$ 16.75	118,227	D	
Common Stock	02/05/2014		M	8,000 A \$ 11.89	126,227	D	

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Common Stock	02/05/2014	F	<u>5,678</u> (2)	D	\$ 16.75	120,549	D	
Common Stock	02/05/2014	F	<u>843</u> (1)	D	\$ 16.75	119,706	D	
Common Stock	02/05/2014	M	20,000	A	\$ 10.97	139,706	D	
Common Stock	02/05/2014	F	<u>13,098</u> (2)	D	\$ 16.75	126,608	D	
Common Stock	02/05/2014	F	<u>2,508</u> (1)	D	\$ 16.75	124,100	D	
Common Stock	02/07/2014	S	<u>7,100</u> (3)	D	\$ 17.14	117,000	D	
Common Stock						1,135	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.**

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 9.23	02/05/2014		M	3,000	02/02/2010 <sup>(4)</sup>	02/01/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.97	02/05/2014		M	20,000	01/31/2012 <sup>(5)</sup>	01/30/2021	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 11.89	02/05/2014	M	8,000	02/05/2011 <sup>(6)</sup>	02/05/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.94				04/19/2006 <sup>(4)</sup>	04/19/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.49				01/20/2006 <sup>(4)</sup>	01/20/2015	Common Stock

## 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: Steven L. Philpott, Attorney in Fact For: Ron  
Farnsworth

02/07/2014

    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 tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3.
- (2) 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.
- (3) Sale of securities to pay tax liability incident to vesting of a security issued in accordance with Rule 16b-3.
- (4) All options are fully vested.
- (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 2/5/10. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.

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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