

UMPQUA HOLDINGS CORP

Form 4

March 12, 2014

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

OMB APPROVAL

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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 *
BAKER BARBARA J

(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)
03/12/20144. 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/Cultural Enhancement6. 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	03/12/2014		M		2,000	A \$ 9.23	40,765 D
Common Stock	03/12/2014		F		985 <u>(1)</u>	D \$ 18.73	39,780 D
Common Stock	03/12/2014		F		368 <u>(2)</u>	D \$ 18.73	39,412 D
Common Stock	03/12/2014		M		5,000	A \$ 10.97	44,412 D
Common Stock	03/12/2014		F		2,928 <u>(1)</u>	D \$ 18.73	41,484 D

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Common Stock	03/12/2014	F	753 ⁽²⁾	D	\$ 18.73	40,731	D	
Common Stock						5,516	I	by 401(k)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 9.23	03/12/2014		M	2,000	02/02/2010 ⁽³⁾ 02/01/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.97	03/12/2014		M	5,000	01/31/2012 ⁽³⁾ 01/30/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.87					08/02/2011 ⁽⁴⁾ 08/01/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.49					01/20/2006 ⁽³⁾ 01/20/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BAKER BARBARA J ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND, OR 97258	EVP/Cultural Enhancement

Signatures

By: Steven L. Philpott, Attorney in Fact For: Barbara
Baker

03/12/2014

__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 purchase price 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 tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3.
- (3) All options are fully vested.
- (4) Option granted 8/2/2010. 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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