

UMPQUA HOLDINGS CORP
 Form 4
 April 04, 2008

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 *
 DAVIS RAYMOND P

(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)
 04/03/2008

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)
 President & CEO

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	04/03/2008		P(1)	975 A \$ 15.44	2,955	I	by IRA
Common Stock					181,221	D	
Common Stock					5,600	I	by 401(k)
Common Stock					5,830	I	by SRP Plan

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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Non-Qualified Stock Option (right to buy)	\$ 12					03/31/1999 ⁽²⁾ 04/01/2009	Common Stock 50,000
Non-Qualified Stock Option (right to buy)	\$ 13.34					01/01/2003 ⁽²⁾ 01/02/2012	Common Stock 50,000
Non-Qualified Stock Option (right to buy)	\$ 15.5					01/28/2009 ⁽³⁾ 01/27/2018	Common Stock 100,000
Non-Qualified Stock Option (right to buy)	\$ 18.58					06/30/2010 ⁽⁴⁾ 06/30/2013	Common Stock 75,000
Non-Qualified Stock Option (right to buy)	\$ 19.31					04/27/2004 ⁽²⁾ 04/27/2013	Common Stock 75,000
Non-Qualified Stock Option (right to buy)	\$ 24.71					01/03/2006 ⁽⁵⁾ 01/03/2015	Common Stock 75,000
Non-Qualified Stock Option (right to buy)	\$ 26.12					12/31/2007 ⁽⁶⁾ 03/05/2017	Common Stock 50,000
Non-Qualified Stock Option (right to buy)	\$ 28.425					01/18/2007 ⁽⁷⁾ 01/17/2016	Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS RAYMOND P ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND, OR 97258	X		President & CEO	

Signatures

By: Steven L. Philpott, Attorney in Fact For: Raymond P. Davis
Date: 04/04/2008

____ 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) Acquisition pursuant to 10b5-1 Trading Plan effective 1/28/08.
- (2) All options are fully vested.
- (3) Option granted 1/28/08. Beginning on the first anniversary of the grant date, the options vest at 30% per year for the first two years and 20% for the third and fourth years.
- (4) Option granted 7/1/03. Seven years after grant date, the option vests 100%.
- (5) Option granted 1/3/05. Beginning on the first anniversary of the grant date, the options vest at 30% per year for the first two years and 20% for the third and fourth years.
- (6) Option granted 3/5/2007. Shares vest as follows: 60% on 12/31/2007, 20% on 12/31/2008 and 20% on 12/31/2009.
- (7) Option granted 1/18/06. Beginning on the first anniversary of the grant date, the options vest at 30% per year for the first two years and 20% for the third and fourth years.

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.