MASON THEODORE S

Form 4

October 25, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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January 31, 2005

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MASON THEODORE S

2. Issuer Name and Ticker or Trading

Symbol

UMPQUA HOLDINGS CORP

[UMPQ]

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

ONE SW COLUMBIA STREET,

(First)

(Middle)

3. Date of Earliest Transaction

10/24/2005

_X__ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

SUITE 1200

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PORTLAND, OR 97258

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of		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)
Class A Common Stock	10/24/2005		S <u>(1)</u>	5,000	D	\$ 25.5738	81,066	D	
Class A Common Stock	10/24/2005		S(1)	5,000	D	\$ 26.051	76,066	D	
Class A Common Stock							1,123 (2)	I	By Deferred Comp Plan

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

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SEC 1474 (9-02)

> 8. Price Deriva Securit (Instr.

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day, e	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 or Number of Shares	
Stock Option (Right to Buy)	\$ 3.31					(3)	01/01/2006	Class A Common Stock	9,662	
Stock Option (Right to Buy)	\$ 4.96					(3)	02/18/2007	Class A Common Stock	8,785	
Stock Option (Right to Buy)	\$ 7.38					(3)	05/09/2008	Class A Common Stock	7,986	
Stock Option (Right to Buy)	\$ 7.03					(3)	01/21/2009	Class A Common Stock	7,260	
Stock Option (Right to Buy)	\$ 10.85					(3)	09/23/2009	Class A Common Stock	8,704	
Stock Option (Right to Buy)	\$ 9.47					(3)	03/19/2010	Class A Common Stock	1,760	
	\$ 9.47					(3)	03/29/2010		26,736	

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Stock Option (Right to Buy)				Class A Common Stock	
Stock Option (Right to Buy)	\$ 7.2	(3)	03/23/2011	Class A Common Stock	1,100
Stock Option (Right to Buy)	\$ 14.65	<u>(3)</u>	06/26/2013	Class A Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
.1	Director	10% Owner	Officer	Other		
MASON THEODORE S ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND, OR 97258	X					

Signatures

By: by Steven L. Philpott - Attorney in Fact for 10/25/2005

**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) Disposition pursuant to 10b5-1 Trading Plan adopted August 1, 2005.
- (2) Holdings reported include shares acquired pursuant to the Issuer's Director Compensation Plan.
- (3) 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.

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