

PHILPOTT STEVEN L

Form 4

January 26, 2006

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

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

## OMB APPROVAL

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(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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/25/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP/General Counsel

(Street)

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

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

PORTLAND, OR 97258

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 01/25/2006                              |                                                             | A                                       | 1,000<br>(1)                                                               | A \$ 0 15,065                                                                                                      | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                         |                                                                            | 1,133 (2)                                                                                                          | I                                                                    | By 401(k)                                                         |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                         |                                                                            | 439                                                                                                                | I                                                                    | By Spouse                                                         |
| Class A                               |                                         |                                                             |                                         |                                                                            | 178                                                                                                                | I                                                                    | By Spouse                                                         |

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|                      |       |   |  |  |  |                                    |
|----------------------|-------|---|--|--|--|------------------------------------|
| Common Stock         |       |   |  |  |  | IRA                                |
| Class A Common Stock | 3,147 | I |  |  |  | By Steven L. Philpott, P.C. (100%) |

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 Securities (Instr. 3 and 4) |
|--------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                                  |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option (Right to Buy) - Granted 08/20/1996 | \$ 5.69                                                |                                      |                                                    |                                |                                                                                         | 08/20/1997 <sup>(3)</sup> 08/20/2006                     | Class A Common Stock 2,707                                    |
| Stock Option (Right to Buy) - Granted 1/21/2005  | \$ 23.49                                               |                                      |                                                    |                                |                                                                                         | 01/20/2006 <sup>(4)</sup> 01/20/2015                     | Class A Common Stock 1,500                                    |
| Stock Option (Right to Buy) - Granted 12/19/2001 | \$ 13.23                                               |                                      |                                                    |                                |                                                                                         | 12/19/2001 <sup>(3)</sup> 12/19/2011                     | Class A Common Stock 1,498                                    |
|                                                  | \$ 12.36                                               |                                      |                                                    |                                |                                                                                         | 12/20/2000 <sup>(3)</sup> 12/20/2010                     | 1,619                                                         |

|                                                                 |          |                           |            |  |                            |        |
|-----------------------------------------------------------------|----------|---------------------------|------------|--|----------------------------|--------|
| Stock<br>Option<br>(Right to<br>Buy) -<br>Granted<br>12/20/2000 |          |                           |            |  | Class A<br>Common<br>Stock |        |
| Stock<br>Option<br>(Right to<br>Buy) -<br>Granted<br>12/21/1999 | \$ 13.7  | 12/21/1999 <sup>(3)</sup> | 12/21/2009 |  | Class A<br>Common<br>Stock | 1,497  |
| Stock<br>Option<br>(Right to<br>Buy) -<br>Granted<br>4/20/2005  | \$ 22.94 | 04/19/2006 <sup>(4)</sup> | 04/19/2015 |  | Class A<br>Common<br>Stock | 10,000 |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |                     |       |
|-------------------------------------------------------------------------------|---------------|-----------|---------------------|-------|
|                                                                               | Director      | 10% Owner | Officer             | Other |
| PHILPOTT STEVEN L<br>ONE SW COLUMBIA STREET, SUITE 1200<br>PORTLAND, OR 97258 |               |           | EVP/General Counsel |       |

## Signatures

/s/ Philpott,  
Steven L. 01/26/2006

           \*\*Signature of                      Date  
Reporting Person

## 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.
- (2) Holdings reported include shares acquired in the 401(k)/Profit Sharing plan through dividend reinvestment, payroll deferrals and/or employer contributions.
- (3) All options are fully vested.
- (4) Beginning on the day before 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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