

UMPQUA HOLDINGS CORP
 Form 4
 July 18, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 SULLIVAN DANIEL A

(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)
 07/17/2006

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-Umpqua Holdings Corp

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)
				(A) or (D)	Price		
Class A Common Stock	07/17/2006		M	3,000	A \$ 13.34	55,767	D
Class A Common Stock						3,324 ⁽¹⁾	I By 401(k)
Class A Common Stock						204	I By 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.

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 1/2/2002	\$ 13.34	07/17/2006		M	3,000	01/01/2003 ⁽²⁾	01/02/2012	Class A Common Stock	3,000
Stock Option (Right to Buy) - Granted 1/21/2005	\$ 23.49					01/20/2006 ⁽³⁾	01/20/2015	Class A Common Stock	40,000
Stock Option (Right to Buy) - Granted 4/1/1998	\$ 12					03/31/1999 ⁽⁴⁾	04/01/2009	Class A Common Stock	10,000
Stock Option (Right to Buy) - Granted 5/1/2000	\$ 8.375					05/01/2001 ⁽⁴⁾	05/01/2011	Class A Common Stock	15,000
Stock Option (Right to Buy) - Granted	\$ 9.625					05/03/2000 ⁽⁴⁾	05/03/2010	Class A Common Stock	25,000

5/3/1999

Stock

Option

(Right to Buy)

\$ 19.01

09/30/2004⁽⁵⁾ 09/30/2013

Class A
Common 10,00
Stock

Granted

9/30/2003

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SULLIVAN DANIEL A
ONE SW COLUMBIA STREET, SUITE 1200
PORTLAND, OR 97258

EVP/CFO-Umpqua Holdings Corp

Signatures

By: Steven Philpott - Attorney in

07/18/2006

Fact for

__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) Holdings reported include shares acquired in the 401(k)/Profit Sharing plan through dividend reinvestment, payroll deferrals and/or employer contributions.
- (2) Beginning on the first anniversary of the grant date, the options vest 25% per year for the first three years, 15% in the fourth year and 10% in the fifth year.
- (3) Beginning on the day before the first anniversary of the grant date, the options vest 20% per year for five years.
- (4) All options are fully vested.
- (5) 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.

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.