

UMPQUA HOLDINGS CORP
Form 5
January 25, 2007

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
FARNSWORTH RON L

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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)
Principal Accounting Officer

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 5,500 | D | Â |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 744 | I | By 401(k) |
| Class A Common | Â | Â | Â | Â | Â | Â | 2,500 | I | By IRA |

Edgar Filing: UMPQUA HOLDINGS CORP - Form 5

Stock

| | | | | | | | | | |
|----------------------------|---|---|---|---|---|---|-------|---|------------------|
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,274 | I | By Spouse 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 2270
(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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | |
| Stock Option (Right to Buy) - Granted 1/2/2002 | \$ 13.34 | Â | Â | Â | Â Â | 01/02/2003 ⁽¹⁾ 01/02/2012 | Class A Common Stock | 1,500 |
| Stock Option (Right to Buy) - Granted 1/21/2005 | \$ 23.49 | Â | Â | Â | Â Â | 01/20/2006 ⁽²⁾ 01/20/2015 | Class A Common Stock | 2,500 |
| Stock Option (Right to Buy) - Granted 3/21/2000 | \$ 5.7 | Â | Â | Â | Â Â | 03/21/2001 ⁽¹⁾ 03/21/2010 | Class A Common Stock | 882 |
| Stock Option (Right to Buy) - Granted | \$ 22.94 | Â | Â | Â | Â Â | 04/19/2006 ⁽²⁾ 04/19/2015 | Class A Common Stock | 10,000 |

4/20/2005

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FARNSWORTH RON L ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND, OR 97258 | Å | Å | Å Principal Accounting Officer | Å |

Signatures

By: by Steven L. Philpott - Attorney in
Fact for 01/24/2007

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) All options are fully vested.
 - (2) 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 provided 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.