

FARNSWORTH RON L  
 Form 4  
 February 17, 2010

**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 \*  
 FARNSWORTH RON 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/16/2010

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

ONE SW COLUMBIA STREET,  
 SUITE 1200

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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		
				Code	V	Amount	
Common Stock	02/16/2010		M	A	\$ 5.7	28,886	D
Common Stock						1,027	I by 401(k)
Common Stock						4,179	I by IRA
Common Stock						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 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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 5.7	02/16/2010		M	882	03/21/2001 <sup>(1)</sup> 03/21/2010	Common Stock	882
Non-Qualified Stock Option (right to buy)	\$ 9.23					02/02/2010 <sup>(3)</sup> 02/01/2019	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 11.59					07/21/2009 <sup>(4)</sup> 07/20/2018	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 11.89					02/05/2011 <sup>(5)</sup> 02/05/2020	Common Stock	40,000
Non-Qualified Stock Option (right to buy)	\$ 13.34					01/02/2003 <sup>(1)</sup> 01/02/2012	Common Stock	1,500
Non-Qualified Stock Option (right to buy)	\$ 15.5					01/28/2009 <sup>(6)</sup> 01/27/2018	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 22.94					04/19/2006 <sup>(7)</sup> 04/19/2015	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 23.49					01/20/2006 <sup>(1)</sup> 01/20/2015	Common Stock	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARNSWORTH RON L ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND, OR 97258			EVP/CFO	

## Signatures

By: Steven L. Philpott, Attorney in Fact For: Ron Farnsworth 02/17/2010

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) Not required.
  - (3) Option granted 2/2/09. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
  - (4) Option granted 7/21/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
  - (5) Option granted 2/5/10. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
  - (6) Option granted 1/28/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
  - (7) Option granted 4/20/05. 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. 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.