UMPQUA HOLDINGS CORP

Form 4

January 29, 2015

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB 3235-0287 Number:

OMB APPROVAL

Expires:

January 31,

2005

0.5

Estimated average

burden hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * WARDLOW MARK

2. Issuer Name and Ticker or Trading

Symbol

UMPQUA HOLDINGS CORP

[UMPQ]

(Month/Day/Year)

3. Date of Earliest Transaction

01/21/2015

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

(Check all applicable)

5. Relationship of Reporting Person(s) to

below) **EVP/Chief Credit Officer**

ONE SW COLUMBIA STREET, **SUITE 1200**

(State)

(First)

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

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

Issuer

PORTLAND, OR 97258

(City)	(State)	Table Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y 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. Securion(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/27/2015		D	1,366 (1)	D	\$ 0	115,990	D	
Common Stock	01/27/2015		F	5,172 (2)	D	\$ 15.95	110,818	D	
Common Stock	01/27/2015		F	1,211 (2)	D	\$ 15.95	109,607	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form

(9-02)

Edgar Filing: UMPQUA HOLDINGS CORP - Form 4

displays a currently valid OMB control number.

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 proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ative Expiration Date s (Month/Day/Year) I		7. Title and Ame Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
Non-Qualified Stock Option (right to buy)	\$ 22.15	01/21/2015		J	5,000 (3)	07/09/2005	07/09/2014	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 11.89					02/05/2011(4)	02/04/2020	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporting of the common contraction	Director	10% Owner	Officer	Other		
WARDLOW MARK ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND, OR 97258			EVP/Chief Credit Officer			

Signatures

By: Andrew H. Ognall, Attorney-in-Fact For: Mark Wardlow 01/29/2015

**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) The portion of a performance-based Restricted Stock Award forfeited due to the performance criteria not being met at 100%.
- (2) Payment of tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3.
- (3) All shares expired and the executive received no value in connection with the expiration.
- (4) Option granted 2/5/10. 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.

Reporting Owners 2

Edgar Filing: UMPQUA HOLDINGS CORP - Form 4

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.