Edgar Filing: PHILPOTT STEVEN L - Form 4

PHILPOTT Form 4	STEVEN L												
February 06													A 1
FORM	A 4 UNITED	STATES	SECUE	RITIES A	Aľ	ND EX	СНА	NGE	COMMISSIC	DN	OMB	APPROV	
Check tl	Washington, D.C. 20549								Number:		-0287		
if no lon subject t Section Form 4 Form 5	iger 50 16. or Filed pur	 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 									Expires: January 2 Estimated average burden hours per response		2005 0.5
obligatio may cor <i>See</i> Inst 1(b).	tinue. Section 17(tility Ho westmen					of 1935 or Sect 940	tion			
(Print or Type	Responses)												
1. Name and Address of Reporting Person <u>*</u> PHILPOTT STEVEN L			Symbol	r Name an				-	5. Relationship of Reporting Person(s) to Issuer				
			UMPQUA HOLDINGS CORP [UMPQ]						(Check all applicable)				
(Last)				f Earliest T Day/Year)	nsaction			Director 10% Owner X_ Officer (give title Other (specify					
ONE SW C SUITE 120	COLUMBIA STRI 10	EET,	02/03/2	-					below) EVP/Ge	enera	below) l Counsel/	Secretary	
	(Street)			endment, D nth/Day/Yea		e Origina	.1		6. Individual o Applicable Line _X_ Form filed) by Or	e Reporting	g Person	
PORTLAN	D, OR 97258								Form filed b Person	y Mc	ore than One	Reporting	
(City)	(State)	(Zip)	Tab	le I - Non-	De	erivative	Secu	rities A	cquired, Disposed	l of,	or Benefic	cially Owne	ed
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deer onth/Day/Year) Execution any (Month/I					(A) or of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	For (D) Ind	7. Nature vnership Indirect rm: Direct Benefici) or Ownersh lirect (I) (Instr. 4) str. 4)		
Common Stock	02/03/2012			D		1,189	D		67,021	D			
Common Stock									1,772	Ι		by 401(k	.)
Common Stock									3,147	Ι		by Corporat (2)	ion
Common Stock									439	I		by Spou	se <u>(3)</u>
									178	Ι			

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Common Stock by Spouse IRA (3)

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.

 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. Transactio Code (Instr. 8)	5. or/Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and a	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Non-Qualified Stock Option (right to buy)	\$ 9.23					02/02/2010(4)	02/01/2019	Common Stock	10,0
Non-Qualified Stock Option (right to buy)	\$ 10.97					01/31/2014 <u>(5)</u>	01/30/2021	Common Stock	14,0
Non-Qualified Stock Option (right to buy)	\$ 11.59					07/21/2009 <u>(6)</u>	07/20/2018	Common Stock	10,0
Non-Qualified Stock Option (right to buy)	\$ 11.89					02/05/2011 <u>(7)</u>	02/05/2020	Common Stock	25,0
Non-Qualified Stock Option (right to buy)	\$ 15.5					01/28/2009(8)	01/27/2018	Common Stock	20,0
Non-Qualified Stock Option (right to buy)	\$ 22.94					04/19/2006 <u>(9)</u>	04/19/2015	Common Stock	10,0
Non-Qualified Stock Option (right to buy)	\$ 23.49					01/20/2006 <u>(9)</u>	01/20/2015	Common Stock	1,50

Director 10% Owner

Reporting Owners

Reporting Owner Name / Address

Relationships

Other

PHILPOTT STEVEN L ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND, OR 97258

EVP/General Counsel/Secretary

Signatures

Steven L. Philpott

02/06/2012

<u>**</u>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) 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.
- (2) Steven L. Philpott , P.C. (100%)
- (3) The reporting person disclaims beneficial ownership of these securities.
- (4) Option granted 2/2/09. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (5) Option granted 1/31/2011. The options vest three years following the grant date to the extent that the issuer's total shareholder return achieves specified targets as compared with the KRXTR regional bank stock index.
- (6) Option granted 7/21/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (7) Option granted 2/5/10. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (8) Option granted 1/28/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (9) All options are fully vested.

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.