

MASON THEODORE S
Form 4
October 25, 2005

FORM 4

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

OMB APPROVAL

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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 *
MASON THEODORE S

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)
10/24/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	10/24/2005		S ⁽¹⁾	5,000 D	\$ 25.5738 81,066	D	
Class A Common Stock	10/24/2005		S ⁽¹⁾	5,000 D	\$ 26.051 76,066	D	
Class A Common Stock					1,123 ⁽²⁾	I	By Deferred Comp Plan

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

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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)	8. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.31					(3) 01/01/2006	Class A Common Stock	9,662	
Stock Option (Right to Buy)	\$ 4.96					(3) 02/18/2007	Class A Common Stock	8,785	
Stock Option (Right to Buy)	\$ 7.38					(3) 05/09/2008	Class A Common Stock	7,986	
Stock Option (Right to Buy)	\$ 7.03					(3) 01/21/2009	Class A Common Stock	7,260	
Stock Option (Right to Buy)	\$ 10.85					(3) 09/23/2009	Class A Common Stock	8,704	
Stock Option (Right to Buy)	\$ 9.47					(3) 03/19/2010	Class A Common Stock	1,760	
	\$ 9.47					(3) 03/29/2010		26,736	

