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UMPQUA HOLDINGS CORP Form 5 January 2: FOR

Form 5										
January 25, 2	2007									
FORM	5								PPROVAL	
	UNITED	STATE					OMMISSION	OMB Number:	3235-0362	
Check this no longer s			Was	hington, D.	.C. 20549)		Expires:	January 31,	
no longer subject to Section 16. Form 4 or Form 5 obligations may continue. ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									2005 average rs per 1.0	
See InstructionFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,1(b).Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or SectionReported30(h) of the Investment Company Act of 1940TransactionsReported										
1. Name and A PHILPOTT	ddress of Reporting STEVEN L	Symbol	Name and Tick JA HOLDIN]		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) ONE SW COLUMBIA STREET,			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006				Director X Officer (give below) EVP/0			
SUITE 1200)									
	(Street)			ndment, Date (th/Day/Year)	Original		6. Individual or Jo	oint/Group Rep	orting	
			Thea(Woh	ul/Day/Teal)			(chec	k applicable line)	
PORTLANI	D, OR 97258	3					_X_ Form Filed by	One Reporting P	erson	
							Form Filed by M Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Deri	vative Sec	urities Acqu	iired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executi any		3. Transaction Code (Instr. 8)	4. Securit Acquired Disposed (Instr. 3, Amount	(A) or of (D)	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)		
Class A										

Class A Â Â Â Â Â Â Â Common 17,772 D Stock Class A Â Â Â Â Â Â 1,375 (1) By 401(k) Common I Stock Â Â Â Â Â Â Class A 439 I By Spouse Common

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Stock									
Class A Common Stock	Â	Â	Â	Â	Â	Â	178	I	By Spouse IRA
Class A Common Stock	Â	Â	Â	Â	Â	Â	3,147	Ι	By Steven L. Philpott, P.C. (100%)

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 Underlying Securitie (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (Right to Buy) - Granted 1/21/2005	\$ 23.49	Â	Â	Â	Â	Â	01/20/2006 <u>(2)</u>	01/20/2015	Class A Common Stock	1,50
Stock Option (Right to Buy) - Granted 12/19/2001	\$ 13.23	Â	Â	Â	Â	Â	12/19/2001 <u>(3)</u>	12/19/2011	Class A Common Stock	1,49
Stock Option (Right to Buy) - Granted 12/20/2000	\$ 12.36	Â	Â	Â	Â	Â	12/20/2000 <u>(3)</u>	12/20/2010	Class A Common Stock	1,61
	\$ 13.7	Â	Â	Â	Â	Â	12/21/1999(3)	12/21/2009		1,49

Stock Option (Right to Buy) - Granted 12/21/1999									Class A Common Stock	
Stock Option (Right to Buy) - Granted 4/20/2005	\$ 22.94	Â	Â	Â	Â	Â	04/19/2006 <u>(2)</u>	04/19/2015	Class A Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address			Relationships			
	Director	10% Owner	Officer	Other		
PHILPOTT STEVEN L ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND, OR 97258	Â	Â	EVP/General Counsel	Â		
Signatures						
/s/ Philpott,						

/s/ I impou,	01/25/2007
Steven L.	01/25/2007

**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).
- Holdings reported include shares acquired in the 401(k)/Profit Sharing plan through dividend reinvestment, payroll deferrals and/or (1)employer contributions.
- (2) Beginning on the day before the first anniversary of the grant date, the options vest 20% per year for five years.
- (3) All options are fully vested.

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.