

UMPQUA HOLDINGS CORP  
Form 5  
January 25, 2007

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
MASON THEODORE S

(Last) (First) (Middle)

ONE SW COLUMBIA STREET,  
SUITE 1200

(Street)

PORTLAND, OR 97258

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
UMPQUA HOLDINGS CORP  
[UMPQ]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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) | (A) or (D) | Price | 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) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|-------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Class A Common Stock            | Â                                    | Â                                                  | Â                              | Â                                                                 | Â          | Â     | 70,728                                                                                     | D                                                        | Â                                 |
| Class A Common Stock            | Â                                    | Â                                                  | Â                              | Â                                                                 | Â          | Â     | 3,077 <sup>(1)</sup>                                                                       | I                                                        | By Deferred Comp Plan             |

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**

SEC 2270 (9-02)

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. 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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|---------------------------------------------------------------|-------------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A)                                                                                     | (D) | Date Exercisable                                         | Expiration Date | Title                                                         |                               |
| Stock Option (Right to Buy)                | \$ 4.96                                                | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | Â (2)                                                    | 02/18/2007      | Class A Common Stock                                          | 8,785                         |
| Stock Option (Right to Buy)                | \$ 7.38                                                | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | Â (2)                                                    | 05/09/2008      | Class A Common Stock                                          | 7,986                         |
| Stock Option (Right to Buy)                | \$ 7.03                                                | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | Â (2)                                                    | 01/21/2009      | Class A Common Stock                                          | 7,260                         |
| Stock Option (Right to Buy)                | \$ 10.85                                               | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | Â (2)                                                    | 09/23/2009      | Class A Common Stock                                          | 8,704                         |
| Stock Option (Right to Buy)                | \$ 9.47                                                | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | Â (2)                                                    | 03/19/2010      | Class A Common Stock                                          | 1,760                         |
| Stock Option (Right to Buy)                | \$ 9.47                                                | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | Â (2)                                                    | 03/29/2010      | Class A Common Stock                                          | 26,736                        |
| Stock Option (Right to Buy)                | \$ 7.2                                                 | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | Â (2)                                                    | 03/23/2011      | Class A Common Stock                                          | 1,100                         |
|                                            | \$ 14.65                                               | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â   | Â (2)                                                    | 06/26/2013      |                                                               | 2,000                         |

Stock  
Option  
(Right to  
Buy)

Class A  
Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |         |       |
|------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                              | Director      | 10% Owner | Officer | Other |
| MASON THEODORE S<br>ONE SW COLUMBIA STREET, SUITE 1200<br>PORTLAND, OR 97258 | X             | ^         | ^       | ^     |

## Signatures

By: by Steven L. Philpott - Attorney in  
Fact for 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).
- (1) Holdings reported include shares acquired pursuant to the Issuer's Director Compensation Plan.
- (2) 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.