Delorier Rilla S Form 4 February 06, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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)

(Print or Type Responses)

1. Name and Address of Reporting Person * Delorier Rilla S

2. Issuer Name and Ticker or Trading Symbol

UMPQUA HOLDINGS CORP

[UMPQ]

3. Date of Earliest Transaction (Month/Day/Year)

02/04/2019

Issuer (Check all applicable)

5. Relationship of Reporting Person(s) to

10% Owner

ONE SW COLUMBIA STREET, **SUITE 1200**

(Street)

(First)

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Other (specify _X__ Officer (give title . below) EVP, Chief Strategy Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

PORTLAND, OR 97258

(City)	(State)	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			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	02/04/2019		F	1,064 (1)	D	\$ 17.9	45,800	D	
Common Stock	02/04/2019		A	13,407 (2)	A	\$ 17.9	59,207	D	
Common Stock	02/04/2019		A	10,055 (3)	A	\$ 17.9	69,262	D	
Common Stock	02/04/2019		A	10,055 (4)	A	\$ 17.9	79,317	D	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	Derivative	/e		Securi	ties	(Instr. 5)
	Derivative				Securitie	S		(Instr.	3 and 4)	
	Security				Acquirec	l				
					(A) or					
					Disposed	l				
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration		or	
						Exercisable D	Date		Number	
				C 1	V (A) (D)				of	
				Code	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Delorier Rilla S ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND, OR 97258

EVP, Chief Strategy Officer

Signatures

/s/ Andrew H. Ognall, Attorney-in-Fact for Rilla S. Delorier

02/06/2019

**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) RSA granted 2/04/19. Beginning on the first anniversary of the grant date, the grant shares vest 33 1/3% per year for three years
- (3) PSA granted 2/04/19. The grant vests three years following the grant date based on the issuer's total shareholder return performance compared to a regional bank stock index.
- (4) PSA granted 2/04/19. The grant vests at least three years following the grant date based on the issuer's return on average tangible common equity for fiscal years 2019-2021 compared to a Compensation Committee approved group of peers.

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.

Reporting Owners 2