

SULLIVAN DANIEL A

Form 5

February 09, 2011

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
SULLIVAN DANIEL A2. Issuer Name and Ticker or Trading
SymbolUMPQUA HOLDINGS CORP
[UMPQ]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2010☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

EVP/Strategic Initiatives

ONE SW COLUMBIA STREET,
SUITE 1200

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PORTLAND, OR 97258

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

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/31/2010	Â	J	8	A	\$ <u>(1)</u>	1,813 <u>(2)</u>	I	by 401(k)
Common Stock	Â	Â	Â	Â	Â	Â	101,519	D	Â

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)

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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 Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 9.23	Â	Â	Â	Â Â	02/02/2010 ⁽³⁾ 02/01/2019	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 11.59	Â	Â	Â	Â Â	07/21/2009 ⁽⁴⁾ 07/20/2018	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 12.87	Â	Â	Â	Â Â	08/02/2011 ⁽⁵⁾ 08/01/2020	Common Stock 20
Non-Qualified Stock Option (right to buy)	\$ 15.5	Â	Â	Â	Â Â	01/28/2009 ⁽⁶⁾ 01/27/2018	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 19.01	Â	Â	Â	Â Â	09/30/2004 ⁽⁷⁾ 09/30/2013	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 23.49	Â	Â	Â	Â Â	01/20/2006 ⁽⁷⁾ 01/20/2015	Common Stock 40

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN DANIEL A ONE SW COLUMBIA STREET, SUITE 1200 PORTLAND,Â ORÂ 97258	Â	Â	Â EVP/Strategic Initiatives	Â

Signatures

By: Steven L. Philpott, Attorney in Fact For: Daniel A. Sullivan

02/09/2011

__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) Not required.
- (2) Holdings reported include shares acquired in the 401(k)/Profit Sharing plan through dividend reinvestment, payroll deferrals and/or employer contributions.
- (3) Option granted 2/2/09. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (4) Option granted 7/21/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (5) Option granted 8/2/2010. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (6) Option granted 1/28/08. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (7) 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.