GLUSTINA DAN Form 4

February 05, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

UMPQUA HOLDINGS CORP

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

1(b).

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *

GLUSTINA DAN

(Last)

(First)

(Middle)

(Zip)

Symbol

[UMPQ]

3. Date of Earliest Transaction

(Month/Day/Year) 02/05/2008

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director Officer (give title

10% Owner Other (specify

below)

ONE SW COLUMBIA STREET, **SUITE 1200**

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Table I. Non Darivotive Securities Acquired Disposed of ar Ranaficially Ox

PORTLAND, OR 97258

(City)

` •		1 able	: 1 - Non-De	erivative S	securi	ues Acc	Juirea, Disposea (or Beneficial	ny Ownea
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. Transactio	4. Securi		a r	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Wollin Buy, Tear)	any	Code	Disposed	of (D))	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	(A) or	5)	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
~			Code V	Amount	(D)	Price	(msu. 3 and 4)		
Common Stock	02/05/2008		J	303	A	(1)	111,591 <u>(2)</u>	D	
Common Stock	02/05/2008		P	1,500	A	\$ 16	113,091	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Non-Qualified Stock Option (right to buy)	\$ 13.5					01/02/2002(3)	01/02/2011	Common Stock	648
Non-Qualified Stock Option (right to buy)	\$ 13.62					01/02/2003(3)	01/02/2012	Common Stock	2,24
Non-Qualified Stock Option (right to buy)	\$ 14.38					01/03/2001(3)	01/03/2010	Common Stock	747
Non-Qualified Stock Option (right to buy)	\$ 21.44					01/04/2000(3)	01/04/2009	Common Stock	863

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
GLUSTINA DAN						
ONE SW COLUMBIA STREET, SUITE 1200	X					
PORTLAND, OR 97258						

Signatures

By: Steven L. Philpott, Attorney in Fact For: Dan Giustina 02/05/2008

**Signature of Reporting Person

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.

Reporting Owners 2

Date

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- (2) Holdings reported include shares acquired pursuant to the Issuer's Director Compensation Plan.
- (3) All options are fully vested.

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.