UMPQUA HOLDINGS CORP

Form 4

January 13, 2014

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

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

(Print or Type Responses)

1(b).

Common

Stock

1. Name and Address of Reporting Person *

Johnson Kelly J

(Last) (First) (Middle)

ONE SW COLUMBIA STREET, **SUITE 1200**

(Street)

PORTLAND, OR 97258

2. Issuer Name and Ticker or Trading

Symbol

UMPOUA HOLDINGS CORP [UMPQ]

3. Date of Earliest Transaction

(Month/Day/Year) 01/10/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) **EVP/Wealth Management**

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(D) or

Indirect (I)

(Instr. 4)

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Form: Direct Indirect

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

01/10/2014

Code (D) (Instr. 8)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of (Instr. 3, 4 and 5) (A)

Following Reported Transaction(s) (Instr. 3 and 4)

Securities

Owned

Beneficially

Code V Amount (D) Price 1.041 F D

(1)

or

52,977

D 18.7

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

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

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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. Transactic 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 A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Non-Qualified Stock Option (right to buy)	\$ 10.37					01/12/2010(2)	01/11/2019	Common Stock	22,00
Non-Qualified Stock Option (right to buy)	\$ 10.97					01/31/2014(3)	01/30/2021	Common Stock	12,20
Non-Qualified Stock Option (right to buy)	\$ 12.46					03/04/2011(4)	03/03/2020	Common Stock	20,0

Reporting Owners

Reporting Owner Name / Address		Kelationships				
	Director	10% Owner	Officer			

Other

Director 10 % Gwiler Gilleen

Johnson Kelly J

ONE SW COLUMBIA STREET, SUITE 1200 EVP/Wealth Management

PORTLAND, OR 97258

Signatures

By: Steven L. Philpott, Attorney in Fact For: Kelly J.
Johnson
01/13/2014

**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) Option granted 1/12/09. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.
- (3) Option granted 1/31/2011. The options vest three years following the grant date to the extent that the issuer's total shareholder return achieves specified targets as compared with the KRXTR regional bank stock index.
- (4) Option granted 3/04/10. Beginning on the first anniversary of the grant date, the options vest 20% per year for five years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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