

MASON THEODORE S  
Form 4  
March 18, 2005

**FORM 4**

**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).

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
200 SW MARKET STREET, SUITE 1900

3. Date of Earliest Transaction (Month/Day/Year)  
03/18/2005

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

(Street)  
PORTLAND, OR 97201

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                             |   |
| Class A Common Stock            | 03/18/2005                           |  | M                              | 15,943  | A   | \$ 2.71  | 91,806                            | D |

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 1474 (9-02)

**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. 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 2.71  | 03/18/2005                           |  | M                              | 15,943  | (1) 03/20/2005   | Class A Common Stock  | 15,943                        |
| Stock Option (Right to Buy)                | \$ 3.31  |                                      |  |                                |   | (1) 01/01/2006   | Class A Common Stock  | 9,662                         |
| Stock Option (Right to Buy)                | \$ 4.96  |                                      |  |                                |   | (1) 02/18/2007   | Class A Common Stock  | 8,785                         |
| Stock Option (Right to Buy)                | \$ 7.38  |                                      |  |                                |   | (1) 05/09/2008   | Class A Common Stock  | 7,986                         |
| Stock Option (Right to Buy)                | \$ 7.03  |                                      |  |                                |   | (1) 01/21/2009   | Class A Common Stock  | 7,260                         |
| Stock Option (Right to Buy)                | \$ 10.85   |                                      |  |                                |   | (1) 09/23/2009   | Class A Common Stock  | 8,704                         |
| Stock Option (Right to Buy)                | \$ 9.47  |                                      |  |                                |   | (1) 03/19/2010   | Class A Common Stock  | 1,760                         |
| Stock Option (Right to Buy)                | \$ 9.47  |                                      |  |                                |   | (1) 03/29/2010   | Class A Common Stock  | 26,736                        |
| Stock Option (Right to Buy)                | \$ 7.2   |                                      |  |                                |   | (1) 03/23/2011   | Class A Common Stock  | 1,100                         |

|           |          |  |     |            |              |
|-----------|----------|--|-----|------------|--------------|
| Stock     |          |  |     |            |              |
| Option    |          |  |     | Class A    |              |
| (Right to | \$ 14.65 |  | (1) | 06/26/2013 | Common 2,000 |
| Buy)      |          |  |     |            | Stock        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MASON THEODORE S<br>200 SW MARKET STREET, SUITE 1900<br>PORTLAND, OR 97201 |               | X         |         |       |

## Signatures

|   |            |
|---|------------|
| By: by Steven L. Philpott - Attorney in<br>Fact for | 03/18/2005 |
| <u>        </u> 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).

This restricted stock award/option was assumed by Umpqua Holdings Corporation in the merger and was exchanged by a 1 for 1 ratio to (1) purchase shares of Umpqua common stock with the same number of options and exercise price. All options and restricted stock awards 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.