

MASON THEODORE S
 Form 3/A
 November 02, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
MASON THEODORE S			(Month/Day/Year)		UMPQUA HOLDINGS CORP [UMPQ]	
(Last)	(First)	(Middle)	07/10/2004		4. Relationship of Reporting Person(s) to Issuer	
200 SW MARKET STREET,					5. If Amendment, Date Original Filed(Month/Day/Year)	
SUITE 1900					07/15/2004	
(Street)					(Check all applicable)	
PORTLAND, OR 97201					<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line)	
					<input checked="" type="checkbox"/> Form filed by One Reporting Person	
					<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	48,882	D	
Class A Common Stock	290	I	By Custodian For Child

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(1)</u>	11/10/2004	Class A Common Stock	35,926	\$ 2.63	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	11/16/2004	Class A Common Stock	5,315	\$ 2.63	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	03/20/2005	Class A Common Stock	15,943	\$ 2.71	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	01/01/2006	Class A Common Stock	9,662	\$ 3.31	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	02/18/2007	Class A Common Stock	8,785	\$ 4.96	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	05/09/2008	Class A Common Stock	7,986	\$ 7.38	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	01/21/2009	Class A Common Stock	7,260	\$ 7.03	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	09/23/2009	Class A Common Stock	8,704	\$ 10.85	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	03/19/2010	Class A Common Stock	1,760	\$ 9.47	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	03/29/2010	Class A Common Stock	26,736	\$ 9.47	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	03/23/2011	Class A Common Stock	1,100	\$ 7.2	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	06/26/2013	Class A Common Stock	2,000	\$ 14.65	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

MASON THEODORE S

200 SW MARKET STREET, SUITE 1900 X ^ ^ ^ ^

PORTLAND, OR 97201

Signatures

By: by Steven L. Philpott - Attorney in
Fact for

11/02/2004

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This option was assumed by Umpqua Holdings Corporation in the merger and was exchanged by a 1 for 1 ratio to purchase shares of Umpqua common stock with the same number of options and exercise price. 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.

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