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MASON THEODORE S

Form 3/A

November 02, 2004

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement UMPOUA HOLDINGS CORP [UMPO] MASON THEODORE S (Month/Day/Year) 07/10/2004 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 200 SW MARKET STREET, 07/15/2004 (Check all applicable) **SUITE 1900** (Street) 6. Individual or Joint/Group 10% Owner _X__ Director Officer _ Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person PORTLAND, Â ORÂ 97201 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â D Class A Common Stock 48,882 Class A Common Stock 290 I By Custodian For Child Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

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

currently valid OMB control number.

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)
		(Instr. 4)	Price of	Derivative	

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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)	(1)	11/10/2004	Class A Common Stock	35,926	\$ 2.63	D	Â
Stock Option (Right to Buy)	(1)	11/16/2004	Class A Common Stock	5,315	\$ 2.63	D	Â
Stock Option (Right to Buy)	(1)	03/20/2005	Class A Common Stock	15,943	\$ 2.71	D	Â
Stock Option (Right to Buy)	(1)	01/01/2006	Class A Common Stock	9,662	\$ 3.31	D	Â
Stock Option (Right to Buy)	(1)	02/18/2007	Class A Common Stock	8,785	\$ 4.96	D	Â
Stock Option (Right to Buy)	(1)	05/09/2008	Class A Common Stock	7,986	\$ 7.38	D	Â
Stock Option (Right to Buy)	(1)	01/21/2009	Class A Common Stock	7,260	\$ 7.03	D	Â
Stock Option (Right to Buy)	(1)	09/23/2009	Class A Common Stock	8,704	\$ 10.85	D	Â
Stock Option (Right to Buy)	(1)	03/19/2010	Class A Common Stock	1,760	\$ 9.47	D	Â
Stock Option (Right to Buy)	(1)	03/29/2010	Class A Common Stock	26,736	\$ 9.47	D	Â
Stock Option (Right to Buy)	(1)	03/23/2011	Class A Common Stock	1,100	\$ 7.2	D	Â
Stock Option (Right to Buy)	(1)	06/26/2013	Class A Common Stock	2,000	\$ 14.65	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

MASON THEODORE S 200 SW MARKET STREET, SUITE 1900 Â X Â Â PORTLAND, ORÂ 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. 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.

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