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

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 5, 2004

Umpqua Holdings Corporation

(Exact Name of Registrant as Specified in Its Charter)

 $\frac{\textbf{Oregon}}{(\textbf{State or Other Jurisdiction of}}$

<u>000-25597</u> (Commission File Number) 93-1261319 (I.R.S. Employer Identification Number)

Incorporation or Organization)

200 SW Market Street, Suite 1900 Portland, Oregon 97201

(address of Principal Executive Offices)(Zip Code)

(503) 546-2491

(Registrant's Telephone Number, Including Area Code)

(Former name or former address, if changed since last report)

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Item 7. Financial Statements and Exhibits

- (a) Financial statements of business acquired.
 - Not applicable.
- (b) Pro Forma Financial Information
 - Not applicable.
- (c) Exhibits.

The following exhibits are being filed herewith and this list shall constitute the exhibit index:

Exhibit

(99) Investor Presentation

Item 9. Regulation FD Disclosure

On May 5, 2004, Raymond P. Davis, President and Chief Executive Officer, and Daniel A. Sullivan, Executive Vice President and Chief Financial Officer, will make the presentation attached as Exhibit 99 at D.A. Davidson & Co.'s Sixth Annual Financial Services Conference in Seattle, Washington. This material will also be presented at subsequent investor conferences. All of the information in the presentation, appearing in Exhibit 99, is not filed but is furnished pursuant to Regulation FD.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UMPQUA HOLDINGS CORPORATION

(Registrant)

Dated: May 5, 2004 By: /s/ Steven Philpott

Steven Philpott

Executive Vice President / General Counsel, Secretary

EXHIBIT 99

