#### IRWIN FINANCIAL CORP

Form 5

February 11, 2005

<b>FORM</b>	5								OMB AF	PPROVAL	
. •	_	D STAT	ES SECURI	TIES AND	EXCHA	NG	E <b>CO</b> I	MMISSION	OMB Number:	3235-0362	
Check this b			Wash	Washington, D.C. 20549					Expires:	January 31	
to Section 1 Form 4 or F 5 obligation may continu	form AN s ne.	NUAL :		ATEMENT OF CHANGES IN BENEI OWNERSHIP OF SECURITIES					Estimated average burden hours per response		
See Instruction 1(b). Form 3 Hole Reported Form 4 Transaction: Reported	Filed p  dings Section 1	7(a) of th	to Section 16( the Public Utility) of the Inve	ity Holding	Compan	у Ас	t of 19		1		
1. Name and Ad GRIFFITH R		Symbol	2. Issuer Name and Ticker or Trading Symbol IRWIN FINANCIAL CORP [IFC]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)D						(Check Director X Officer (give	(give title Other (specify			
IRWIN FINA CORPORAT WASHINGT	ION, 500		12/01/200				be	low) Preside	below) ent of Subsidiar	у	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting  (check applicable line)				
COLUMBUS	S, IN 4720	)1					_	(_Form Filed by ( _Form Filed by M rson			
(City)	(State)	(Zip)	Table l	[ - Non-Deriva	ntive Secu	rities .	Acquir	ed, Disposed of	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Deemed ecution Date, if onth/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 at end of Issuer's	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(Instr. 4)		
COMMON STOCK	Â	Â		Â	Â	Â	Â	2,805 (1)	D	Â	
COMMON STOCK	Â	Â		Â	Â	Â	Â	3,046 (2)	I	BY 401K	

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 2270 (9-02)

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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 Exer Expiration D (Month/Day,	ate Underlying Securitie		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NON-QU. STOCK OPTION (right to buy)	\$ 13.6875	Â	Â	Â	Â	Â	(3)	04/29/2007	COMMON STOCK	2,000
NON-QU. STOCK OPTION (right to buy)	\$ 15.65	Â	Â	Â	Â	Â	(3)	02/13/2012	COMMON STOCK	7,200
NON-QU. STOCK OPTION (right to buy)	\$ 16.9687	Â	Â	Â	Â	Â	(3)	04/25/2010	COMMON STOCK	3,400
NON-QU. STOCK OPTION (right to buy)	\$ 21.38	Â	Â	Â	Â	Â	(3)	04/24/2011	COMMON STOCK	4,600
NON-QU. STOCK OPTION (right to buy)	\$ 22.46	Â	Â	Â	Â	Â	(3)	04/24/2013	COMMON STOCK	11,600
NON-QU. STOCK OPTION (right to buy)	\$ 23.89	Â	Â	Â	Â	Â	(3)	04/28/2014	COMMON STOCK	6,300
NON-QU. STOCK	\$ 24.0937	Â	Â	Â	Â	Â	(3)	04/28/2009	COMMON STOCK	2,100

OPTION (right to buy)								
NON-QU. STOCK OPTION (right to buy)	\$ 28.1875   Â	Â	Â	Â	( <u>3)</u>	04/20/2008	COMMON STOCK	820
NON-QU. STOCK OPTION (right to buy)	\$ 28.5625 Â	Â	Â	Â	( <u>3)</u>	07/01/2008	COMMON STOCK	400

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
GRIFFITH ROBERT H IRWIN FINANCIAL CORPORATION 500 WASHINGTON STREET COLUMBUS, IN 47201	Â	Â	President of Subsidiary	Â			

### **Signatures**

/s/ Robert H. 01/12/2005 Griffith, Jr. \*\*Signature of Reporting 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).
- Between 4/30/04 and 12/30/04, the reporting person acquired 21 shares of Irwin Financial Corporation common stock under the Irwin Financial Corporation Dividend and Common Stock Purchase Plan. The information in this report is as of 12/31/04. The Plan provides for
- the purchase of fractional shares. The number reported is the nearest whole number. Between 4/30/04 and 12/30/04, the reporting person acquired 5 shares of Irwin Financial Corporation common stock under the Irwin Financial Corporation Employees' Stock Purchase Plan. The information in this report is as of 12/31/04. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
- Includes 24 additional shares acquired through participation in the Irwin Financial Corporation Employees' Savings Plan (401k plan). Shares noted are as of 12/31/04. The number reported is the nearest whole number of shares.
- The Plan provides for phased-in vesting of rights to exercise granted stock options. In the year of the grant, optionee may exercise 25% of (3) total options granted. In each of the three years immediately following the year of the grant, optionee may exercise an additional 25% of the options granted. Grant of option was made to reporting person in transaction exempt under Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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