

IRWIN FINANCIAL CORP  
Form 4  
February 09, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
MILLER WILLIAM I

2. Issuer Name and Ticker or Trading Symbol  
IRWIN FINANCIAL CORP [IFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
IRWIN FINANCIAL CORPORATION, 500 WASHINGTON STREET

3. Date of Earliest Transaction (Month/Day/Year)  
02/08/2006

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

(Street)  
COLUMBUS, IN 47201

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/08/2006		M	41,400 A \$ 10.6562	145,267	D	
COMMON STOCK	02/08/2006		F	5,874 D \$ 19.61	139,393	D	
COMMON STOCK	02/08/2006		F	22,498 D \$ 19.61	116,895	D	
COMMON STOCK					22,812	I	by Daughters (1)
					5,160,592	I	



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As custodian for daughters of reporting person under the Uniform Transfers to Minors Act, reporting person expressly disclaims any beneficial ownership of the securities held for his children.

- (2) Lynn M. Maguire, trustee of the 1998 William I. Miller Annual Exclusion Trust U/A dated 12/15/98. Mr. Miller disclaims beneficial ownership of the securities held by this Trust.

- 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 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.
- (3)

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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