

MILLER J IRWIN
 Form 4
 March 11, 2003

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| FORM 4 | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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(f) of the Investment Company Act of 1940 | <p style="text-align: center;"><u>OMB</u> <u>APPROVAL</u></p> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . . 0.5 |
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___ Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>MILLER,</u> <u>J. IRWIN</u> (Last) (First) (Middle) | 2. Issuer Name and Ticker or Trading Symbol Irwin Financial Corporation (IFC) | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ Officer (give title below) ___ Other (Specify below) 10% owner TITLE |
| <u>PO BOX</u> <u>808</u> (Street) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for (Month/Day/Year) 03/11/2003 |
| <u>Columbus,</u> <u>IN</u> <u>47202-0808</u> (City) (State) (Zip) | 5. If Amendment, Date of Original (Month/Day/Year) | 7. Individual or Joint Group Filing (Check Applica Line) ___ X ___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Perso |

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date | 2A. Deemed Execution | 3. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially | 6. Owner-ship | 7. Na of In Bene |
|---------------------------------|---------------------|----------------------|---------------------|---|--------------------------------------|---------------|------------------|
|---------------------------------|---------------------|----------------------|---------------------|---|--------------------------------------|---------------|------------------|

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| | (Month/ Day/ Year) | Date, if any (Month/ Day/ Year) | (Instr. 8) | | Amount | (A) or (D) | Price | Owned at End of Month (Instr. 3 and 4) | Form: Direct (D) or Indirect (I) (Instr. 4) | Own (Inst |
|---|--------------------------|---|------------|---|--------|------------------|---|--|---|--------------|
| | | | Code | V | | | | | | |
| COMMON STOCK | 03/10/03 | | M | | 800 | A | \$13.687500 | | D | |
| COMMON STOCK | 03/10/03 | | F | | 622 | D | \$17.620000 | | D | |
| COMMON STOCK | 03/10/03 | | M | | 169 | A | \$16.968750 | | D | |
| COMMON STOCK | 03/10/03 | | F | | 163 | D | \$17.620000 | 5,176,038 | D | |
| COMMON STOCK | | | | | | | | 132,535 | I | BY SPO |
| COMMON STOCK | | | | | | | | 5,160,592 | I | BY TRU |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| <p>Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. *If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v). 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 control number.</p> | | | | | | | <p>Page 1 of 3 SEC 1474(3-99)</p> | | | |

FORM 4
(continued)

Table II - Derivative Securities Acquired, Disposed of, or
Beneficially Owned

(e.g. puts, calls, warrants, options, convertible securities)

| 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 Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| NON-QUALIFIED STOCK OPTION (RIGHT TO BUY) | \$13.687500 | 03/10/03 | | M | | | 800 | | 04/30/07 | COMMON STOCK |
| NON-QUALIFIED STOCK OPTION (RIGHT TO BUY) | \$16.968750 | 03/10/03 | | M | | | 169 | | 04/26/10 | COMMON STOCK |
| | | | | | | | | | | |
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Explanation of Responses: See continuation page(s) for footnotes

/S/

03/11/2003

**Signature of Reporting Person

Date

(NAME) BY: SARLA KALSI
ATTORNEY IN FACT

**Intentional misstatements or omissions of facts constitute Federal
Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

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FORM 4 (continued)
MILLER, J. IRWIN
PO BOX 808
Columbus IN 47202-0808

Irwin Financial Corporation (IFC)
03/11/2003

FOOTNOTES: