

IRWIN FINANCIAL CORPORATION

Form 4

April 28, 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* ROTH, NANCY <hr/> (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) |
| 500 Washington Street (Street) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for (Month/Day/Year) 4/28/03 |
| Columbus, IN 47201 (City) (State) (Zip) | 5. If Amendment, Date of Original (Month/Day/Year) | Director _____ 10% owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other _____ (Specify below) TITLE: VP-ASSISTANT GENERAL AUDITOR |
| | | 7. Individual or Joint Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table 1 - 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 at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) Amount or Price (D) | | | |
| | | | Code V | | | | |

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|--------------|--|--|--|--|--|--|-----------|---|-----------|
| COMMON STOCK | | | | | | | 42 (2) | I | BY 401(k) |
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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, *see* 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.

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FORM 4 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (continued) (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) | | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D S (I) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|-------|--|-----------------|---|------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| NON-QUALIFIED STOCK OPTION (RIGHT TO BUY) | \$22.46000 | 4/24/03 | | A | | | 3,100 | (1) | 4/24/13 | COMMON STOCK | 3,100 |
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Explanation of Responses: **See continuation page(s) for footnotes**

/S/ ELLEN Z. MUFSON

4/25/03

 **Signature of Reporting Person

 Date

BY: ELLEN Z. MUFSON, ATTORNEY IN FACT
 FOR: NANCY ROTH

**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)
 ROTH, NANCY
 500 Washington Street
 Columbus IN 47201

Irwin Financial Corporation (IFC)
 4/28/2003

FOOTNOTES:

(1) The Plan provides for phased in vesting or 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.

(2) Includes 17 additional shares acquired through participation in the Irwin Financial Corporation Employees' Savings Plan (401k Plan). Shares noted are as of 4/21/03. The number reported is the nearest whole number of shares.

