

IRWIN FINANCIAL CORP  
Form 4  
August 08, 2005

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SOUZA MATTHEW F**

(Last) (First) (Middle)

**IRWIN FINANCIAL  
CORPORATION, 500  
WASHINGTON STREET**

(Street)

**COLUMBUS, IN 47201**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**IRWIN FINANCIAL CORP [IFC]**

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

**08/05/2005**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

VP Ethics and Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
COMMON STOCK	08/05/2005		M		8,800	A	\$ 10.6562	33,511	D
COMMON STOCK	08/05/2005		F		1,375	D	\$ 21.6	32,136 <sup>(1)</sup> <sup>(2)</sup> <sub>(3)</sub>	D
COMMON STOCK								6,257 <sup>(4)</sup>	I

BY  
SPOUSE

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**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)	\$ 10.6562	08/05/2005		M	8,800	(5) 04/18/2006	COMMON STOCK

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SOUZA MATTHEW F IRWIN FINANCIAL CORPORATION 500 WASHINGTON STREET COLUMBUS, IN 47201	VP Ethics and Secretary

## Signatures

Matthew F. Souza 08/08/2005

\*\*Signature of Reporting Person 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).
- (1) Includes 17 additional shares acquired on 6/24/2005 through participation in the Irwin Financial Corporation Dividend Reinvestment and Common Stock Purchase Plan. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
- Between 4-22-05 and 7-31-05, the reporting person acquired 318 shares of Irwin Financial Corporation common stock under the Irwin Financial Corporation Employees' Stock Purchase Plan III (Plan) including shares acquired pursuant to a dividend reinvestment feature of the Plan. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
- (2) Includes 28 shares of Irwin Financial Corporation common stock through broker-administered dividend reinvestment with terms similar to the Irwin Financial Corporation Dividend Reinvestment Plan. The reporting person acquired the shares on 6/24/05. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
- (3)

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- (4) Includes 28 shares of Irwin Financial Corporation common stock through broker-administered dividend reinvestment with terms similar to the Irwin Financial Corporation Dividend Reinvestment Plan. The reporting person's spouse acquired the shares on 6/24/05. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.

- (5) 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.

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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