

IRWIN FINANCIAL CORP
Form 4
September 12, 2007

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 *
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)
09/11/2007

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)
SVP 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| COMMON STOCK | 09/11/2007 | | P | V Amount (A) or (D) Price 1,000 A \$ 10.1688 | 49,319 ⁽¹⁾ ⁽²⁾ ₍₃₎ | D | |
| COMMON STOCK | | | | | 6,546 ⁽⁴⁾ | I | BY SPOUSE |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

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

Signatures

/s/ Matthew F. Souza 09/11/2007

__Signature of Date
Reporting Person

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 255 additional shares of Irwin Financial Corporation common stock acquired through broker-administered dividend reinvestment with terms similar to the Irwin Financial Corporation Dividend Reinvestment Plan. The information in this report is as of 9-11-07. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
- (2) Between 5-10-07 and 9-11-07, the reporting person acquired 32 shares of Irwin Financial Corporation common stock under the Irwin Financial Corporation Dividend Reinvestment and Common Stock Purchase Plan. The information in this report is as of 9-11-07. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
- (3) Between 5-10-07 and 9-11-07, the reporting person acquired 773 shares of Irwin Financial Corporation common stock under the Irwin Financial Corporation Employees' Stock Purchase Plan. The information in this report is as of 9-11-07. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
- (4) Includes 52 additional shares of Irwin Financial Corporation common stock acquired through broker-administered dividend reinvestment with terms similar to the Irwin Financial Corporation Dividend Reinvestment Plan. The information in this report is as of 9-11-07. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.

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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