IRWIN FINANCIAL CORP

Form 4 May 05, 2005

## 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

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

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

**SECURITIES** 

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SOUZA MATTHEW F Issuer Symbol IRWIN FINANCIAL CORP [IFC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify IRWIN FINANCIAL 05/03/2005 below) below) CORPORATION, 500 VP Ethics and Secretary **WASHINGTON STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting COLUMBUS, IN 47201 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities 2. Transaction Date 2A. Deemed 3. 5. Amount of 6.

7. Nature of 1. Title of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (D) or Indirect (I) (Instr. 4) Following Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price **COMMON** 24.303 (2) (3) D (4) **STOCK COMMON** BY6,229 (5) I **SPOUSE STOCK** 

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

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and A
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)	\$ 20.47	05/03/2005		A	16,400	<u>(1)</u>	05/02/2015	COMMOI 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**

By: /s/ Ellen Z. Mufson, Attorney-in-Fact for Matthew F. Souza

05/05/2005

\*\*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).
- 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.
- Between 1/1/05 and 4/21/05, the reporting person acquired 216 shares of Irwin Financial Corporation common stock under the Irwin (2) 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.
- Includes 17 additional shares acquired on 3/25/2005 through participation in the Irwin Financial Corporation Dividend Reinvestment and (3) Common Stock Purchase Plan. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number of shares.
- Includes 70 shares of Irwin Financial Corporation common stock through broker-administered dividend reinvestment with terms similar (4) to the Irwin Financial Corporation Dividend Reinvestment Plan, the reporting person acquired the shares on 3/25/05. The Plan provides for the purchase of fraction shares. The number reported is the nearest whole number.
- (5) 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 3/25/05. The Plan provides

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for the purchase of fraction 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. 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 number.