

IRWIN FINANCIAL CORP
 Form 5
 February 11, 2005

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WASHBURN THOMAS D
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
IRWIN FINANCIAL CORP [IFC]
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP

IRWIN FINANCIAL CORPORATION, 500 WASHINGTON STREET
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

COLUMBUS, IN 47201
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	12/28/2004		G	250 D	\$ 0	I	BY SPOUSE
COMMON STOCK					13,710 (1)	I	BY 401K

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 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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 7.8437	Â	Â	Â	Â Â	Â (2) 04/25/2005	Common Stock 15,20
Non-Qualified Stock Option (Right to Buy)	\$ 10.6562	Â	Â	Â	Â Â	Â (2) 04/18/2006	Common Stock 14,80
Non-Qualified Stock Option (Right to Buy)	\$ 13.6875	Â	Â	Â	Â Â	Â (2) 04/29/2007	Common Stock 12,50
Non-Qualified Stock Option (Right to Buy)	\$ 15.65	Â	Â	Â	Â Â	Â (2) 02/13/2012	Common Stock 19,30
Non-Qualified Stock Option (Right to Buy)	\$ 16.9687	Â	Â	Â	Â Â	Â (2) 04/25/2010	Common Stock 12,80
Non-Qualified Stock Option (Right to Buy)	\$ 21.38	Â	Â	Â	Â Â	Â (2) 04/24/2011	Common Stock 13,60
Non-Qualified Stock Option (Right to Buy)	\$ 22.46	Â	Â	Â	Â Â	Â (2) 04/24/2013	Common Stock 26,40
Non-Qualified Stock Option (Right to Buy)	\$ 23.89	Â	Â	Â	Â Â	Â (2) 04/28/2014	Common Stock 14,30
Non-Qualified Stock Option (Right to Buy)	\$ 24.0937	Â	Â	Â	Â Â	Â (2) 04/28/2009	Common Stock 9,70
Non-Qualified Stock Option (Right to Buy)	\$ 28.1875	Â	Â	Â	Â Â	Â (2) 04/20/2008	Common Stock 6,14

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WASHBURN THOMAS D IRWIN FINANCIAL CORPORATION 500 WASHINGTON STREET COLUMBUS, IN 47201	Â	Â	Â EVP	Â

Signatures

/s/ Thomas D. Washburn	01/14/2005
<u> </u> 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 117 additional shares acquired through participation in the Irwin Financial Corporation Employees' Savings Plan (401k plan). Shares noted are as of 12/31/04. The number reported is the nearest whole number of shares.
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.
- (2)

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