

IRWIN FINANCIAL CORP
 Form 3
 October 07, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Rinaldi John W (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/03/2008 | 3. Issuer Name and Ticker or Trading Symbol IRWIN FINANCIAL CORP [IFC] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President of Subsidiary | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--|--|--|---|--|

IRWIN FINANCIAL CORPORATION,Â 500 WASHINGTON STREET
 (Street)

COLUMBUS,Â INÂ 47201
 (City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| COMMON STOCK | 14,150 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Non-Qualified Stock Option (Right to Buy) | 04/29/2004 | Â (2) | COMMON STOCK | 4,000 | \$ 23.89 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | 03/23/2005 | Â (2) | COMMON STOCK | 4,400 | \$ 20.625 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | 04/17/2006 | Â (2) | COMMON STOCK | 3,600 | \$ 18.08 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | 05/09/2007 | Â (2) | COMMON STOCK | 3,900 | \$ 17.09 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | 02/04/2008 | Â (2) | COMMON STOCK | 721 | \$ 10.21 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rinaldi John W IRWIN FINANCIAL CORPORATION 500 WASHINGTON STREET COLUMBUS,Â INÂ 47201 | Â | Â | Â President of Subsidiary | Â |

Signatures

John W. Rinaldi 10/06/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 1,124 restricted stock shares with performance vesting determined by a three-year average of the Irwin Financial Corporation Short-term Incentive Plan multiple.

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 a 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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