

IRWIN FINANCIAL CORPORATION

Form 4

May 01, 2003

|        |  |   |
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| FORM 4 | UNITED STATES SECURITIES AND<br>EXCHANGE COMMISSION<br>Washington, D.C. 20549<br><br>STATEMENT OF CHANGES IN BENEFICIAL<br>OWNERSHIP<br><br>Filed pursuant to Section 16(a) of the Securities Exchange Act of<br>1934, Section 17(a) of the Public Utility Holding Company Act of<br>1935 or Section 30(f) of the Investment Company Act of 1940 | <p style="text-align: center;"><u>OMB</u><br/><u>APPROVAL</u></p> OMB Number:<br>3235-0287<br>Expires:<br>January 31,<br>2005<br>Estimated<br>average burden<br>hours per<br>response. . . .<br>0.5 |
|--------|--|---|

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

(Print or Type Responses)

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><br><b>DAVIS, CLAUDE E.</b><br><br>_____<br>(Last) (First) (Middle) | 2. Issuer Name and Ticker or Trading Symbol<br><br><b>Irwin Financial Corporation (IFC)</b> | 6. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br>Director _____ 10% owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other _____<br>(Specify below)<br><br><b>TITLE: PRESIDENT OF SUBSIDIARY</b> |
| 500 Washington Street<br>(Street)   | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)               | 4. Statement for (Month/Day/Year)<br><b>4/30/03</b>  |
| Columbus, IN 47201<br>(City) (State) (Zip)  | 5. If Amendment, Date of Original (Month/Day/Year)  | 7. Individual or Joint Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person  |

Table 1 - 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 Month (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  | Price       |   |  |   |
| COMMON STOCK                    | 4/29/03                              |  | M                              |   | 6,600   | \$5.687500  |   | D  |   |
| COMMON STOCK                    | 4/29/03                              |  | G                              |   | 1,579   |             |   | D  |   |
| COMMON STOCK                    | 4/29/03                              |  | F                              |   | 1,579   | \$23.785000 |   | D  |   |

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|              |         |  |   |  |       |             |       |   |           |
|--------------|---------|--|---|--|-------|-------------|-------|---|-----------|
| COMMON STOCK | 4/29/03 |  | F |  | 1,649 | \$23.785000 | 6,689 | D |           |
| COMMON STOCK | 4/29/03 |  | G |  | 1,579 |             |       | I | BY SPOUSE |
| COMMON STOCK | 4/29/03 |  | G |  | 1,579 |             | 2,603 | I | BY SPOUSE |
|              |         |  |   |  |       |             |       |   |           |
|              |         |  |   |  |       |             |       |   |           |
|              |         |  |   |  |       |             |       |   |           |
|              |         |  |   |  |       |             |       |   |           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. \*If the form is filed by more than one reporting person, *see* Instruction 4(b)(v). 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 control number.

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SEC  
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FORM 4 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (continued)  
(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) |   |     |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Amount of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|-------|--|-----------------|---|--|
|  |  |                                      |  | Code                           | V | (A) | (D)   | Date Exercisable   | Expiration Date |   |  |
| NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)  | \$5.687500   | 4/29/03                              |  | M                              |   |     | 6,600 | (1)  | 04/06/04        | COMMON STOCK  | 6,600  |
|  |  |                                      |  |                                |   |     |       |  |                 |   |  |
|  |  |                                      |  |                                |   |     |       |  |                 |   |  |
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|  |  |                                      |  |                                |   |     |       |  |                 |   |  |
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Explanation of Responses: **See continuation page(s) for footnotes**

/S/ MATTHEW F. SOUZA

4/30/03

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\*\*Signature of Reporting Person

Date

BY: MATTHEW F. SOUZA, ATTORNEY IN  
FACT  
FOR: CLAUDE E. DAVIS

\*\*Intentional misstatements or omissions of facts constitute Federal  
Criminal Violations.  
*See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

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FORM 4 (continued)  
DAVIS, CLAUDE E.  
500 Washington Street  
Columbus IN 47201

Irwin Financial Corporation (IFC)  
4/30/03

FOOTNOTES:

(1) The Plan provides for phased in vesting or 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.

