

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 *
MILLER WILLIAM I
 (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)
Chairman and President

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)	(A) or (D)	Price	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	^	^	^	^	^	^	78,117	D	^
COMMON STOCK	^	^	^	^	^	^	22,812 (1)	I	BY DAUGHTERS
COMMON STOCK	09/07/2004	^	W	5,160,592 (2)	A	\$ 0	5,160,592	I	BY IFC TRUST
	^	^	^	^	^	^	14,625 (3)	I	BY TRUST

COMMON
STOCK

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

Persons who 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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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 Am Num Shar
NON-QU. STOCK OPTION(right to buy)	\$ 7.8437	Â	Â	Â	Â Â	Â (4) 04/25/2005	COMMON STOCK 54
NON-QU. STOCK OPTION(right to buy)	\$ 10.6562	Â	Â	Â	Â Â	Â (4) 04/18/2006	COMMON STOCK 41
NON-QU. STOCK OPTION(right to buy)	\$ 13.6875	Â	Â	Â	Â Â	Â (4) 04/29/2007	COMMON STOCK 42
NON-QU. STOCK OPTION(right to buy)	\$ 15.65	Â	Â	Â	Â Â	Â (4) 02/13/2012	COMMON STOCK 14
NON-QU. STOCK OPTION(right to buy)	\$ 16.9687	Â	Â	Â	Â Â	Â (4) 04/25/2010	COMMON STOCK 99
NON-QU. STOCK OPTION(right to buy)	\$ 21.38	Â	Â	Â	Â Â	Â (4) 04/24/2011	COMMON STOCK 10
	\$ 22.46	Â	Â	Â	Â Â	Â (4) 04/24/2013	COMMON STOCK 10

