

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 \*  
**GRIFFITH ROBERT H**  
 (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)  
 President of Subsidiary

**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	^	^	^	^ ^ ^	2,805 <sup>(1)</sup>	D	^
COMMON STOCK	^	^	^	^ ^ ^	3,046 <sup>(2)</sup>	I	BY 401K

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

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SEC 2270 (9-02)

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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)	Amount or Number of Shares	
					(A) (D)	Date Exercisable	Expiration Date	Title		
NON-QU. STOCK OPTION (right to buy)	\$ 13.6875	Â	Â	Â	Â	Â	Â (3)	04/29/2007	COMMON STOCK	2,000
NON-QU. STOCK OPTION (right to buy)	\$ 15.65	Â	Â	Â	Â	Â	Â (3)	02/13/2012	COMMON STOCK	7,200
NON-QU. STOCK OPTION (right to buy)	\$ 16.9687	Â	Â	Â	Â	Â	Â (3)	04/25/2010	COMMON STOCK	3,400
NON-QU. STOCK OPTION (right to buy)	\$ 21.38	Â	Â	Â	Â	Â	Â (3)	04/24/2011	COMMON STOCK	4,600
NON-QU. STOCK OPTION (right to buy)	\$ 22.46	Â	Â	Â	Â	Â	Â (3)	04/24/2013	COMMON STOCK	11,600
NON-QU. STOCK OPTION (right to buy)	\$ 23.89	Â	Â	Â	Â	Â	Â (3)	04/28/2014	COMMON STOCK	6,300
NON-QU. STOCK	\$ 24.0937	Â	Â	Â	Â	Â	Â (3)	04/28/2009	COMMON STOCK	2,100

