IRWIN FINANCIAL CORP

Form 4

August 11, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations may continue. See Instruction

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(b). (Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person
SOUZA MATTHEW F

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

IRWIN FINANCIAL CORP [IFC]

3. Date of Earliest Transaction

(Month/Day/Year) 08/10/2006

(Check all applicable) 10% Owner Director

X_ Officer (give title Other (specify below) SVP and Secretary

IRWIN FINANCIAL CORPORATION, 500 **WASHINGTON STREET**

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

COLUMBUS, IN 47201

Table 1 - Non-Derivative Securities Acquired, Disposi							reu, Disposeu oi,	1 of, of Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi omr Dispos (Instr. 3,	sed of	` '	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
		(Wonds Day, Tear)	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)		
Common Stock	08/10/2006		M	7,620	A	\$ 13.6875	41,831 (1) (2) (3)	D			
Common Stock							6,387 (4)	I	by Spouse		

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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
	Non-Qualified Stock Option (right to buy)	\$ 13.6875	08/10/2006		M	7,620	<u>(5)</u>	04/29/2007	Common stock	7,62

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SOUZA MATTHEW F IRWIN FINANCIAL CORPORATION 500 WASHINGTON STREET COLUMBUS, IN 47201

SVP and Secretary

Signatures

/s/ Matthew F. 08/11/2006 Souza

**Signature of Date
Reporting Person

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).
- Includes 132 additional shares of Irwin Financial Corporation common stock acquired through broker-administered dividend
 (1) reinvestment with terms similiar to the Irwin Financial Corporation Dividiend Reinvestment Plan. The information in this report is as of 6-30-06. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
- Between 4-1-06 and 6-30-06, the reporting person acquired 22 shares of Irwin Financial Corporation common stock under the Irwin (2) Financial Corporation Dividend and Common Stock Purchase Plan. The information in this report is as of 6-30-06. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
- Between 4-1-06 and 7-31-06, the reporting person acquired 521 shares of Irwin Financial Corporation common stock under the Irwin (3) Financial Corporation Employees' Stock Purchase Plan. The information in this report is as of 7-31-06. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
- Includes 35 additional shares of Irwin Financial Corporation common stock acquired through broker-administered dividend reinvestment (4) with terms similiar to Irwin Financial Corporation Dividend Reinvestment Plan. The information in this report is as of 6-30-06. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.

Reporting Owners 2

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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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.