

WASHBURN THOMAS D  
 Form 4  
 January 30, 2003

|        |  |   |
|--------|--|---|
| FORM 4 | UNITED STATES SECURITIES AND EXCHANGE<br>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 1935<br>or Section 30(f) of the Investment Company Act of 1940 | <u>OMB</u><br><u>APPROVAL</u><br><br>OMB Number:<br>3235-0287<br>Expires: January<br>31, 2005<br>Estimated<br>average burden<br>hours per<br>response. . . .<br>0.5 |
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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>WASHBURN, THOMAS D.</b><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: EXECUTIVE VICE PRESIDENT</b> |
| 500 Washington Street<br>(Street)<br><br><b>Columbus, IN 47201</b><br>(City) (State) (Zip)   | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)               | 4. Statement for (Month/Day/Year)<br><b>1/30/2003</b><br><br>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><input type="checkbox"/> 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 |   |  |   |
|                                 |                                      |  |                                |   | (A)   |       |   |  |   |
|                                 |                                      |  |                                |   | (D)   |       |   |  |   |

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|              |          |  |   |  |        |   |             |        |   |           |
|--------------|----------|--|---|--|--------|---|-------------|--------|---|-----------|
| COMMON STOCK | 01/29/03 |  | M |  | 10,800 | A | \$5.531250  |        | D |           |
| COMMON STOCK | 01/29/03 |  | F |  | 2,406  | D | \$17.200000 |        | D |           |
| COMMON STOCK | 01/29/03 |  | G |  | 8,394  | D |             |        | D |           |
| COMMON STOCK | 01/29/03 |  | G |  | 3,474  | A |             |        | D |           |
| COMMON STOCK | 01/29/03 |  | F |  | 3,474  | D | \$17.200000 | 0      | D |           |
| COMMON STOCK |          |  |   |  |        |   |             | 12,884 | I | BY 401(K) |
| COMMON STOCK | 01/29/03 |  | G |  | 8,394  | A |             |        | I | BY SPOUSE |
| COMMON STOCK | 01/29/03 |  | G |  | 3,474  | D |             | 24,833 | 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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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) | 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) |        | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|--|
|  |  |                                      |  |                                |   |  |   | Amount |  |
|  |  |                                      |  |                                |   |  |   |        |  |

|   |            |          |  | Code | V | (A) | (D)    | Date Exer-<br>cisable | Expiration<br>Date | Title           | or<br>Number<br>of<br>Shares |
|---|------------|----------|--|------|---|-----|--------|-----------------------|--------------------|-----------------|------------------------------|
| NON-QUALIFIED<br>STOCK OPTION<br>(RIGHT TO BUY) | \$5.531250 | 01/29/03 |  | M    |   |     | 10,800 | 01/29/03<br>(3)       | 05/11/03           | COMMON<br>STOCK | 10,800                       |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |
|   |            |          |  |      |   |     |        |                       |                    |                 |                              |

Explanation of Responses: See continuation page(s) for footnotes

/S/ THOMAS D. WASHBURN

1/30/2003

\*\*Signature of Reporting Person

Date

\*\*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)  
WASHBURN, THOMAS D.  
500 Washington Street  
Columbus IN 47201

Irwin Financial Corporation (IFC)  
01/30/2003

FOOTNOTES:

- (1) Represents transfer of shares from reporting person to spouse.
- (2) Represents transfer of shares from spouse to reporting person.

(3) 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.