

IRWIN FINANCIAL CORPORATION

Form 4

April 28, 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 |
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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)

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| 1. Name and Address of Reporting Person*<br><br><b>ROTH, NANCY</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)   |
| 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>4/28/03</b>  |
| Columbus, IN 47201<br>(City) (State) (Zip)   | 5. If Amendment, Date of Original (Month/Day/Year)  | Director _____ 10% owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other _____<br>(Specify below)<br><br><b>TITLE: VP-ASSISTANT GENERAL AUDITOR</b>                        |
|  |   | 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 |   |   |  |   |
|                                 |                                      |  |                                |   | (A)<br>Amount or Price<br>(D)                                     |   |  |   |

|              |  |  |  |  |  |  |  |           |   |           |
|--------------|--|--|--|--|--|--|--|-----------|---|-----------|
| COMMON STOCK |  |  |  |  |  |  |  | 42<br>(2) | I | BY 401(k) |
|              |  |  |  |  |  |  |  |           |   |           |
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| <p>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, <i>see</i> Instruction 4(b)(v).<br/>                 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.</p> | <p>Page 1 of 3<br/>                 SEC<br/>                 1474(3-99)</p> |
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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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)  | \$22.46000   | 4/24/03                              |  | A                              |   | 3,100   |     | (1)  | 4/24/13         | COMMON STOCK  | 3,100                      |
|  |  |                                      |  |                                |   |   |     |  |                 |   |                            |
|  |  |                                      |  |                                |   |   |     |  |                 |   |                            |
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Explanation of Responses: **See continuation page(s) for footnotes**

/S/ ELLEN Z. MUFSON

4/25/03

\_\_\_\_\_  
 \*\*Signature of Reporting Person

\_\_\_\_\_  
 Date

BY: ELLEN Z. MUFSON, ATTORNEY IN FACT  
 FOR: NANCY ROTH

\*\*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)  
 ROTH, NANCY  
 500 Washington Street  
 Columbus IN 47201

Irwin Financial Corporation (IFC)  
 4/28/2003

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.

(2) Includes 17 additional shares acquired through participation in the Irwin Financial Corporation Employees' Savings Plan (401k Plan). Shares noted are as of 4/21/03. The number reported is the nearest whole number of shares.

