

KLING WILLIAM H  
Form 4  
April 01, 2003

|        |                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                         |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 4 | <p>UNITED STATES SECURITIES AND<br/>EXCHANGE COMMISSION<br/>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL<br/>OWNERSHIP</p> <p>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> | <p><u>OMB</u><br/><u>APPROVAL</u></p> <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</p> |
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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)

|                                                                                                                              |                                                                                                    |                                                                                                                                                                                                                |
|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of<br/>Reporting Person*</p> <p><b>KLING, WILLIAM H.</b></p> <p>_____<br/>(Last) (First) (Middle)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Irwin Financial Corporation (IFC)</b></p> | <p>6. Relationship of Reporting Person</p> <p>(Check all that apply)</p> <p><u>  X  </u> Director</p> <p>___ 10% owner<br/>___ Officer (give title below) _____<br/>(Specify below)</p> <p><b>DIRECTOR</b></p> |
| <p><b>500 Washington Street</b><br/>(Street)</p>                                                                             | <p>3. I.R.S. Identification<br/>Number of Reporting<br/>Person, if an entity<br/>(Voluntary)</p>   | <p>4. Statement for<br/>(Month/Day/Year)<br/><b>04/01/2003</b></p>                                                                                                                                             |
| <p><b>Columbus, IN 47201</b><br/>(City) (State) (Zip)</p>                                                                    |                                                                                                    | <p>5. If Amendment, Date of<br/>Original<br/>(Month/Day/Year)</p>                                                                                                                                              |
|                                                                                                                              |                                                                                                    | <p>7. Individual or Joint Group Filing</p> <p>Line) <u>  X  </u> Form filed by One Reporting Person</p> <p>___ Form filed by More than One Reporting Person</p>                                                |

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at End of Month<br>(Instr. 3 and 4) |
|---------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                 |                                         |                                                       | Code      V                       | Amount      (A) or (D)      Price                                    |                                                                                |

|              |            |  |   |  |            |   |             |       |
|--------------|------------|--|---|--|------------|---|-------------|-------|
|              |            |  |   |  |            |   |             |       |
| COMMON STOCK | 04/01/2003 |  | J |  | 102<br>(1) | A | \$19.490000 | 16,24 |
|              |            |  |   |  |            |   |             |       |
|              |            |  |   |  |            |   |             |       |
|              |            |  |   |  |            |   |             |       |
|              |            |  |   |  |            |   |             |       |
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|              |            |  |   |  |            |   |             |       |
|              |            |  |   |  |            |   |             |       |
|              |            |  |   |  |            |   |             |       |
|              |            |  |   |  |            |   |             |       |

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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SEC  
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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|

[illegible]

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

/S/

04/01/2003

\*\*Signature of Reporting Person

Date \_\_\_\_\_

**BY: STEVEN R. SCHULTZ, ATTORNEY IN  
FACT  
FOR: WILLIAM H. KLING**

**\*\*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)  
KLING, WILLIAM H.  
500 Washington Street  
Columbus IN 47201

Irwin Financial Corporation (IFC)  
04/01/2003

FOOTNOTES:

(1) Shares reported were acquired pursuant to the Irwin Financial Corporation 1999 Outside Director Restricted Stock Compensation Plan in lieu of cash payment for services as a director of the Company. The reporting person has direct voting power with respect to the shares reported but no investment power until ownership of the shares vest pursuant to the Plan and certain holding periods set forth in the Plan expire.