

SOUZA MATTHEW F

Form 4

April 28, 2003

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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(f) of the Investment Company Act of 1940	<u>OMB</u> <u>APPROVAL</u> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . . 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*	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer
SOUZA, MATTHEW F.	Irwin Financial Corporation (IFC)	(Check all applicable)
(Last) (First) (Middle)		
500 Washington Street	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for (Month/Day/Year)
(Street)		4/28/03
Columbus, IN 47201		Director ___ 10% owner ___ ☒ Officer (give title below) ___ Other (Specify below)
(City) (State) (Zip)		TITLE: SVP AND SECRETARY
	5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint Group Filing (Check Applicable Line)
		☒ Form filed by One Reporting Person
		___ 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 or Price			

					(D)				
COMMON STOCK							17,340 (3)	D	
COMMON STOCK							6,079 (2)	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 Deri- vative 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		21,600		(1)	4/24/13	COMMON STOCK	21,600

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: MATTHEW F. SOUZA

**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)
SOUZA, MATTHEW F.
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) Between 1/1/03 and 3/31/03, the reporting person's spouse acquired 21 shares of Irwin Financial Corporation common stock under the Irwin Financial Corporation Dividend and Common Stock Purchase Plan. The information in this report is as of 3/31/03. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.

(3) Between 1/1/03 and 3/31/03, the reporting person acquired 50 shares of Irwin Financial Corporation common stock under the Irwin Financial Corporation Dividend and Common Stock Purchase Plan. The information in this report is as of 3/31/03. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.

Between 1/1/03 and 4/18/03, the reporting person acquired 233 shares of Irwin Financial Corporation common stock under the Irwin Financial Corporation Employees' Stock Purchase Plan. The information in this report is as of 4/18/03. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.