

IRWIN FINANCIAL CORP
Form 5
February 11, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
WASHBURN THOMAS D

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
IRWIN FINANCIAL CORP [IFC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP

IRWIN FINANCIAL CORPORATION, 500 WASHINGTON STREET

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

COLUMBUS, IN 47201

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - 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 Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| COMMON STOCK | | | | (A) Amount (D) Price | 13,710 ⁽¹⁾ | I | BY 401K |
| COMMON STOCK | 12/28/2004 | | G | 250 D \$ 0 | 24,209 | I | BY SPOUSE |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who 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.

SEC 2270 (9-02)

Edgar Filing: IRWIN FINANCIAL CORP - Form 5

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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non-Qualified Stock Option (Right to Buy) | \$ 7.8437 | Â | Â | Â | Â Â | Â (2) 04/25/2005 | Common Stock 15,20 |
| Non-Qualified Stock Option (Right to Buy) | \$ 10.6562 | Â | Â | Â | Â Â | Â (2) 04/18/2006 | Common Stock 14,80 |
| Non-Qualified Stock Option (Right to Buy) | \$ 13.6875 | Â | Â | Â | Â Â | Â (2) 04/29/2007 | Common Stock 12,50 |
| Non-Qualified Stock Option (Right to Buy) | \$ 15.65 | Â | Â | Â | Â Â | Â (2) 02/13/2012 | Common Stock 19,30 |
| Non-Qualified Stock Option (Right to Buy) | \$ 16.9687 | Â | Â | Â | Â Â | Â (2) 04/25/2010 | Common Stock 12,80 |
| Non-Qualified Stock Option (Right to Buy) | \$ 21.38 | Â | Â | Â | Â Â | Â (2) 04/24/2011 | Common Stock 13,60 |
| Non-Qualified Stock Option (Right to Buy) | \$ 22.46 | Â | Â | Â | Â Â | Â (2) 04/24/2013 | Common Stock 26,40 |
| Non-Qualified Stock Option (Right to Buy) | \$ 23.89 | Â | Â | Â | Â Â | Â (2) 04/28/2014 | Common Stock 14,30 |
| Non-Qualified Stock Option (Right to Buy) | \$ 24.0937 | Â | Â | Â | Â Â | Â (2) 04/28/2009 | Common Stock 9,70 |
| Non-Qualified Stock Option (Right to Buy) | \$ 28.1875 | Â | Â | Â | Â Â | Â (2) 04/20/2008 | Common Stock 6,14 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WASHBURN THOMAS D IRWIN FINANCIAL CORPORATION 500 WASHINGTON STREET COLUMBUS, IN 47201 | ^ | ^ | ^ EVP | ^ |

Signatures

| | |
|--|---------------------|
| /s/ Thomas D. Washburn | 01/14/2005 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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).
- (1) Includes 117 additional shares acquired through participation in the Irwin Financial Corporation Employees' Savings Plan (401k plan). Shares noted are as of 12/31/04. The number reported is the nearest whole number of shares.
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 provided 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.