

SOUZA MATTHEW F
 Form 4
 December 12, 2002

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| 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 | <p style="text-align: center;"><u>OMB</u> <u>APPROVAL</u></p> 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)

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| 1. Name and Address of Reporting Person* SOUZA, MATTHEW F. (Last) (First) (Middle) | 2. Issuer Name and Ticker or Trading Symbol Irwin Financial Corporation (IFC) | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (Specify below) SENIOR VICE PRESIDENT AND SECRETARY |
| 500 Washington Street (Street) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for (Month/Day/Year) 12/12/2002 |
| Columbus, IN 47201 (City) (State) (Zip) | 5. If Amendment, Date of Original (Month/Day/Year) | 7. Individual or Joint Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 | (A) or (D) | Price | | | |
| COMMON STOCK | 12/12/2002 | | G | V | 1,000 | D | | 16,919 (1) (2) (3) | D | |

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| COMMON STOCK | | | | | | | | | 6,033 (4) | I | BY SPOUSE |
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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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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) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Shares of Derivative Security (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----|---|--|--|--|
| | | | | Code | V | | (A) | (D) | | | | |
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Explanation of Responses: See continuation page(s) for footnotes

/S/ MATTHEW F. SOUZA

12/12/2002

 **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)
 SOUZA, MATTHEW F.
 500 Washington Street
 Columbus IN 47201

Irwin Financial Corporation (IFC)
 12/12/2002

FOOTNOTES:

(1) BETWEEN 02/01/02 AND 12/12/02, THE REPORTING PERSON ACQUIRED 740 SHARES OF IRWIN FINANCIAL CORPORATION COMMON STOCK UNDER THE IRWIN FINANCIAL CORPORATION EMPLOYEES' STOCK PURCHASE PLAN. THE INFORMATION IN THIS REPORT IS AS OF 12/12/02. THE PLAN PROVIDES FOR THE PURCHASE OF FRACTIONAL SHARES. THE NUMBER REPORTED IS THE NEAREST WHOLE NUMBER.

(2) BETWEEN 02/01/02 AND 12/12/02, THE REPORTING PERSON ACQUIRED 43 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 12/12/02. THE PLAN PROVIDES FOR THE PURCHASE OF FRACTIONAL SHARES. THE NUMBER REPORTED IS THE NEAREST WHOLE NUMBER.

(3) BETWEEN 02/01/02 AND 12/12/02, THE REPORTING PERSON ACQUIRED 80 SHARES OF IRWIN FINANCIAL CORPORATION COMMON STOCK THROUGH BROKER-ADMINISTERED DIVIDEND REINVESTMENT WITH TERMS SIMILAR TO THE IRWIN FINANCIAL CORPORATION DIVIDEND REINVESTMENT PLAN. SHARES NOTED ARE AS OF 12/12/02. THE PLAN PROVIDES FOR THE PURCHASE OF FRACTIONAL SHARES. THE NUMBER REPORTED IS THE NEAREST WHOLE NUMBER.

(4) BETWEEN 02/01/02 AND 12/12/02, THE REPORTING PERSON'S SPOUSE ACQUIRED 42 SHARES OF IRWIN FINANCIAL CORPORATION COMMON STOCK THROUGH BROKER-ADMINISTERED DIVIDEND REINVESTMENT WITH TERMS SIMILAR TO THE IRWIN FINANCIAL CORPORATION DIVIDEND REINVESTMENT PLAN. SHARES NOTED ARE AS OF 12/12/02. THE PLAN PROVIDES FOR THE PURCHASE OF FRACTIONAL SHARES. THE NUMBER REPORTED IS THE NEAREST WHOLE NUMBER.