

IRWIN FINANCIAL CORP
Form 5
February 11, 2005

FORM 5

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

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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
GRIFFITH ROBERT H

(Last) (First) (Middle)

**IRWIN FINANCIAL
CORPORATION, 500
WASHINGTON STREET**

(Street)

COLUMBUS, IN 47201

(City) (State) (Zip)

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President of Subsidiary

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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	Â	Â	Â	Â	Â	2,805 ⁽¹⁾	D	Â
COMMON STOCK	Â	Â	Â	Â	Â	3,046 ⁽²⁾	I	BY 401K

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

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contained in this form are not required to respond unless
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SEC 2270
(9-02)

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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-QU. STOCK OPTION (right to buy)	\$ 13.6875	Â	Â	Â	Â Â Â <u>(3)</u>		04/29/2007	COMMON STOCK	2,000
NON-QU. STOCK OPTION (right to buy)	\$ 15.65	Â	Â	Â	Â Â Â <u>(3)</u>		02/13/2012	COMMON STOCK	7,200
NON-QU. STOCK OPTION (right to buy)	\$ 16.9687	Â	Â	Â	Â Â Â <u>(3)</u>		04/25/2010	COMMON STOCK	3,400
NON-QU. STOCK OPTION (right to buy)	\$ 21.38	Â	Â	Â	Â Â Â <u>(3)</u>		04/24/2011	COMMON STOCK	4,600
NON-QU. STOCK OPTION (right to buy)	\$ 22.46	Â	Â	Â	Â Â Â <u>(3)</u>		04/24/2013	COMMON STOCK	11,600
NON-QU. STOCK OPTION (right to buy)	\$ 23.89	Â	Â	Â	Â Â Â <u>(3)</u>		04/28/2014	COMMON STOCK	6,300
NON-QU. STOCK	\$ 24.0937	Â	Â	Â	Â Â Â <u>(3)</u>		04/28/2009	COMMON STOCK	2,100

OPTION
(right to
buy)

NON-QU.
STOCK

OPTION	\$ 28.1875	Â	Â	Â	Â	Â	Â (3)	04/20/2008	COMMON STOCK	820
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(right to
buy)

NON-QU.
STOCK

OPTION	\$ 28.5625	Â	Â	Â	Â	Â	Â (3)	07/01/2008	COMMON STOCK	400
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIFFITH ROBERT H IRWIN FINANCIAL CORPORATION 500 WASHINGTON STREET COLUMBUS,Â INÂ 47201	Â	Â	Â President of Subsidiary	Â

Signatures

/s/ Robert H.
Griffith, Jr.

01/12/2005

__Signature of Reporting
Person

Date

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) Between 4/30/04 and 12/30/04, the reporting person 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 12/31/04. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number. Between 4/30/04 and 12/30/04, the reporting person acquired 5 shares of Irwin Financial Corporation common stock under the Irwin Financial Corporation Employees' Stock Purchase Plan. The information in this report is as of 12/31/04. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.

(2) Includes 24 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.

(3) 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.