

IRWIN FINANCIAL CORPORATION

Form 5

January 31, 2003

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| FORM 5 | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 ANNUAL 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: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. . . . 1.0 |
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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).)

Form 3 Holdings Reported

Form 4 Transactions Reported

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|-------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person* FREUDENTHALER, PAUL D. (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) TITLE VICE PRESIDENT - FINANCIAL RISK MANAGEMENT |
| 500 Washington Street (Street) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 4. Statement for (Month/Day/Year) 12/31/2002 | 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 |
| Columbus, IN 47201 (City) (State) (Zip) | 5. If Amendment, Date of Original (Month/Day/Year) | |

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 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | Amount (A) or (D) | Price | | | |
| COMMON STOCK | | | | | | 689 | D | |

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| COMMON STOCK | | | | | | | | 1,088 (1) | I | BY 401K |
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| If the form is filed by more than one reporting person, <i>see</i> 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. | Page 1 of 3 SEC 2230 (09-02) |
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FORM 5 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. Ownership of Derivative Securities (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------|---------------------------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | |
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Explanation of Responses: **See continuation page(s) for footnotes**

/S/ PAUL D. FREUDENTHALER

1/27/2003

 **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 5 (continued)
 FREUDENTHALER, PAUL D.
 500 Washington Street
 Columbus IN 47201

Irwin Financial Corporation (IFC)
 12/31/2002

FOOTNOTES:

1. Includes 16 additional shares acquired through participation in the Irwin Financial Corporation Employees' Savings Plan (401(k) Plan). Shares noted are as of 12/31/02. The number reported is the nearest whole number of shares..