

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 *
MILLER WILLIAM I
 (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)
Chairman and President

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)
				(A) or (D)	Amount or Price		
COMMON STOCK	^	^	^	^	^	^	78,117 D ^
COMMON STOCK	^	^	^	^	^	^	22,812 (1) I BY DAUGHTERS
COMMON STOCK	09/07/2004	^	W	^	5,160,592 (2)	A	\$ 0 5,160,592 I BY IFC TRUST
	^	^	^	^	^	^	14,625 (3) I BY TRUST

COMMON
STOCK

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

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SEC 2270
(9-02)

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 Number of Shares
NON-QU. STOCK OPTION(right to buy)	\$ 7.8437	Â	Â	Â	Â Â	Â (4) 04/25/2005	COMMON STOCK 54
NON-QU. STOCK OPTION(right to buy)	\$ 10.6562	Â	Â	Â	Â Â	Â (4) 04/18/2006	COMMON STOCK 41
NON-QU. STOCK OPTION(right to buy)	\$ 13.6875	Â	Â	Â	Â Â	Â (4) 04/29/2007	COMMON STOCK 42
NON-QU. STOCK OPTION(right to buy)	\$ 15.65	Â	Â	Â	Â Â	Â (4) 02/13/2012	COMMON STOCK 14
NON-QU. STOCK OPTION(right to buy)	\$ 16.9687	Â	Â	Â	Â Â	Â (4) 04/25/2010	COMMON STOCK 99
NON-QU. STOCK OPTION(right to buy)	\$ 21.38	Â	Â	Â	Â Â	Â (4) 04/24/2011	COMMON STOCK 10
	\$ 22.46	Â	Â	Â	Â Â	Â (4) 04/24/2013	COMMON STOCK 10

NON-QU. STOCK OPTION(right to buy)										COMMON STOCK	
NON-QU. STOCK OPTION(right to buy)	\$ 23.89	^	^	^	^	^	^	^	04/28/2014	COMMON STOCK	84
NON-QU. STOCK OPTION(right to buy)	\$ 24.0937	^	^	^	^	^	^	^	04/28/2009	COMMON STOCK	49
NON-QU. STOCK OPTION(right to buy)	\$ 28.1875	^	^	^	^	^	^	^	04/20/2008	COMMON STOCK	28

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER WILLIAM I IRWIN FINANCIAL CORPORATION 500 WASHINGTON STREET COLUMBUS, IN 47201	^ X	^ X	^ Chairman and President	^

Signatures

/s/ William I. Miller 02/11/2005

**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) As custodian for daughters of reporting person under the Uniform Transfers to Minors Act, reporting person expressly disclaims any beneficial ownership of the securities held for his children
- (2) On September 7, 2004, the reporting person was named as substitute sole Trustee of the Irwin Financial Corporation Trust.
- (3) Lynne M. Maguire, trustee of the 1998 William I. Miller Annual Exclusion Trust U/A dated 12/15/98. Mr. Miller disclaims beneficial ownership of the securities held by this Trust.

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.