

SOUZA MATTHEW F

Form 4

December 12, 2002

|        |  |   |
|--------|--|---|
| FORM 4 | UNITED STATES SECURITIES AND EXCHANGE<br>COMMISSION<br>Washington, D.C. 20549<br><br>STATEMENT OF CHANGES IN BENEFICIAL<br>OWNERSHIP<br><br>Filed pursuant to Section 16(a) of the Securities Exchange Act of<br>1934, Section 17(a) of the Public Utility Holding Company Act of 1935<br>or Section 30(f) of the Investment Company Act of 1940 | <u>OMB</u><br><u>APPROVAL</u><br><br>OMB Number:<br>3235-0287<br>Expires: January<br>31, 2005<br>Estimated<br>average burden<br>hours per<br>response. . . .<br>0.5 |
|--------|--|---|

\_\_\_ 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)

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

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security<br>(Instr. 3) | 2. Transaction<br>Date<br><br>(Month/<br>Day/<br>Year) | 2A. Deemed<br>Execution<br>Date, if<br>any<br>(Month/<br>Day/<br>Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount<br>of Securities<br>Beneficially<br>Owned at<br>End of<br>Month<br>(Instr. 3 and<br>4) | 6. Owner-<br>ship<br>Form:<br>Direct<br>(D) or<br>Indirect<br>(I)<br>(Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|--|--|--------------------------------------|--|--|--|---|
| COMMON STOCK                       | 12/12/2002   |  | G                                    | V  | 1,000  | D  |   |
|                                    |  |  |                                      |  | 16,919<br>(1) (2) (3)  | D  |   |

Edgar Filing: SOUZA MATTHEW F - Form 4

|              |  |  |  |  |  |  |  |              |   |              |
|--------------|--|--|--|--|--|--|--|--------------|---|--------------|
| COMMON STOCK |  |  |  |  |  |  |  | 6,033<br>(4) | I | BY<br>SPOUSE |
|              |  |  |  |  |  |  |  |              |   |              |
|              |  |  |  |  |  |  |  |              |   |              |
|              |  |  |  |  |  |  |  |              |   |              |
|              |  |  |  |  |  |  |  |              |   |              |
|              |  |  |  |  |  |  |  |              |   |              |
|              |  |  |  |  |  |  |  |              |   |              |
|              |  |  |  |  |  |  |  |              |   |              |
|              |  |  |  |  |  |  |  |              |   |              |

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.

Page 1 of 3  
SEC  
1474(3-99)

FORM 4 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(continued)  
(e.g. puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 3A. Deemed<br>Execution<br>Date, if<br>any<br>(Month/<br>Day/<br>Year) | 4. Trans-<br>action<br>Code<br>(Instr. 8) |   | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable<br>and Expiration<br>Date (Month/Day/<br>Year) |                    | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned at<br>End of<br>Month<br>(Instr. 4) | 10. sh<br>of<br>De<br>Se<br>Di<br>or<br>(I)<br>(In |
|---|--|---|--|---|---|--|--|--------------------|---|--|---|--|--|
|   |  |   |  | Code                                      | V |  | Date<br>Exer-<br>cisable   | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |
|   |  |   |  |   |   |  |  |                    |   |  |   |  |  |
|   |  |   |  |   |   |  |  |                    |   |  |   |  |  |
|   |  |   |  |   |   |  |  |                    |   |  |   |  |  |
|   |  |   |  |   |   |  |  |                    |   |  |   |  |  |
|   |  |   |  |   |   |  |  |                    |   |  |   |  |  |
|   |  |   |  |   |   |  |  |                    |   |  |   |  |  |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

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)

Page 2  
of 3

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.

Page 3 of 3