

GRIFFITH ROBERT H

Form 5

January 31, 2003

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	<u>OMB</u> <u>APPROVAL</u>  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

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer						
<b>GRIFFITH, ROBERT H., JR.</b> (Last) (First) (Middle)	<b>Irwin Financial Corporation (IFC)</b>		(Check all applicable)						
			___ Director						
			___ 10% owner						
			<input checked="" type="checkbox"/> Officer (give title below) ___ Other						
			(Specify below)						
<b>500 Washington Street</b> (Street)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for (Month/Day/Year)	TITLE						
<b>Columbus, IN 47201</b> (City) (State) (Zip)		<b>12/31/2002</b>	<b>PRESIDENT OF SUBSIDIARY</b>						
		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						
			___ 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 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							2,739 (1) (2)	D	
COMMON STOCK							7,765 (3)	I	BY 401(K)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Deri- vative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action 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 Security Directly or Indirectly (Instr. 4)
					(A)	(D)	Date Exer- cisable	Expiration Date	Title	Amount or Number of Shares			


Explanation of Responses: **See continuation page(s) for footnotes**

/S/ ROBERT H. GRIFFITH, JR.

1/22/2003

\_\_\_\_\_  
\*\*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)  
GRIFFITH, ROBERT H., JR.  
500 Washington Street  
Columbus IN 47201

Irwin Financial Corporation (IFC)  
12/31/2002

#### FOOTNOTES:

1. Between 2/15/02 and 12/31/02, the reporting person acquired 35 shares of Irwin Financial Corporation common stock under the Irwin Financial Corporation Employees' Stock Purchase Plan. The information in this report is as of 12/31/02. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
2. Between 2/15/02 and 12/31/02, the reporting person's spouse acquired 7 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 12/31/02. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
3. Includes 115 additional shares acquired through participation in the Irwin Mortgage Corporation Retirement and Profit Share Plan (401(k)). Shares noted are as of 12/31/02. The number reported is the nearest whole number of

shares.

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