

IRWIN FINANCIAL CORPORATION

Form 5

January 31, 2003

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| FORM 5 | UNITED STATES SECURITIES AND EXCHANGE<br>COMMISSION<br>Washington, D.C. 20549<br><br>ANNUAL STATEMENT OF CHANGES IN<br>BENEFICIAL 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 | <p style="text-align: center;"><u>OMB</u><br/><u>APPROVAL</u></p> OMB Number:<br>3235-0362<br>Expires: January<br>31, 2005<br>Estimated<br>average burden<br>hours per<br>response. . . .<br>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>ROTH, NANCY</b><br>(Last) (First)<br>(Middle)  | <b>Irwin Financial Corporation (IFC)</b>                                      | (Check all applicable)<br><br><input type="checkbox"/> Director<br><br><input type="checkbox"/> 10% owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other<br>(Specify below)<br><br><b>TITLE</b><br><b>VICE PRESIDENT - ASSISTANT GENERAL AUDITOR</b> |
| <b>500 Washington Street</b><br>(Street)          | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) |  |
| <b>Columbus, IN 47201</b><br>(City) (State) (Zip) | 4. Statement for (Month/Day/Year)<br><b>12/31/2002</b>                        |  |
|   | 5. If Amendment, Date of Original (Month/Day/Year)                            | 7. Individual or Joint Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 |  |  |   |
|                                 |                                      |  |                                |   |            |       | I  | BY 401(K)  |   |

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| COMMON STOCK |  |  |  |  |  |  |  | 25<br>(1) |  |  |
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| If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).<br>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<br>SEC 2230 (09-02) |
|--|---------------------------------|

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 or Relationship to Issuer (Instr. 10) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|--|--|---|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |   |
|  |  |                                      |  |                                |   |     |  |                 |   |  |  |   |
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Explanation of Responses: **See continuation page(s) for footnotes**

/S/ NANCY ROTH

1/23/2003

\_\_\_\_\_  
 \*\*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)

Page 2  
 of 3

FORM 5 (continued)  
 ROTH, NANCY  
 500 Washington Street  
 Columbus IN 47201

Irwin Financial Corporation (IFC)  
 12/31/2002

FOOTNOTES:

1. Includes 21 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.