IRWIN FINANCIAL CORP

Form 4

January 04, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **DEAN SALLY A**

(First)

2. Issuer Name and Ticker or Trading Symbol

IRWIN FINANCIAL CORP [IFC]

5. Relationship of Reporting Person(s) to

Issuer

below)

X_ Director

Officer (give title

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

10% Owner

Other (specify

C/O IRWIN FINANCIAL CORPORATION, 500

WASHINGTON STREET (Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

01/01/2006

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

COLUMBUS, IN 47201

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

Date Exercisable and

7. Title and Aı Underlying Se

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| (IIISII. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Monui/Day/Tear) | | (msu. 5 and 4) |
|---|------------------------------|------------|------------------|-----------|---|--|-----|---------------------|--------------------|-----------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| NON-QUALIFIED STOCK OPTION (RIGHT TO BUY) | \$ 21.415 | 01/01/2006 | | A | | 4,100 | | <u>(1)</u> | 12/31/2015 | COMMON STOCK |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DEAN SALLY A C/O IRWIN FINANCIAL CORPORATION 500 WASHINGTON STREET COLUMBUS, IN 47201



Signatures

Ellen Z. Mufson, Attorney-in-Fact for: Sally A. Dean

01/04/2006

**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).
- 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 (1) 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 a transaction exempt under Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

Reporting Owners 2