Martin-Leano Jocelyn Form 4 July 12, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

IRWIN FINANCIAL CORP [IFC]

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Martin-Leano Jocelyn

Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner

C/O IRWIN FINANCIAL CORPORATION, 500 WASHINGTON STREET

Other (specify X\_ Officer (give title below) below) SUBSIDIARY PRESIDENT

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

07/11/2006

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

COLUMBUS, IN 47201

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Street)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

5. Number

Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Aı Underlying Se

#### Edgar Filing: Martin-Leano Jocelyn - Form 4

any

(	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(A) or Disposed of (D) (Instr. 3, 4, and 5)		d d of	()		(
				Code	Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
NON-QUALIFIED STOCK OPTION (right to buy)	\$ 19.665	07/11/2006		A		3,900		<u>(1)</u>	07/10/2016	COMMON STOCK

Code

Securities

(Month/Day/Year)

(Instr. 3 and 4)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Martin-Leano Jocelyn C/O IRWIN FINANCIAL CORPORATION 500 WASHINGTON STREET COLUMBUS, IN 47201

or Exercise

SUBSIDIARY PRESIDENT

### **Signatures**

(Instr. 3)

/s/ Ellen Z. Mufson, Attorney-in-Fact for Jocelyn Martin-Leano

07/12/2006

\*\*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 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.

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