

IRWIN FINANCIAL CORP
Form 5
February 13, 2009

FORM 5

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

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

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

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

OMB APPROVAL

OMB
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2005
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1. Name and Address of Reporting Person *
LITRELL JODY A

(Last) (First) (Middle)

IRWIN FINANCIAL
CORPORATION, 500
WASHINGTON STREET

(Street)

COLUMBUS, IN 47201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
IRWIN FINANCIAL CORP [IFC]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008

4. If Amendment, Date Original
Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
FVP-Controller

6. Individual or Joint/Group Reporting

(check applicable line)

____X____ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

Table I - 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)
COMMON STOCK	Â	Â	Â	Â	Â	8,972 (1)	D
COMMON STOCK	Â	Â	Â	Â	Â	10,006 (2)	I

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

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SEC 2270
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 10.21	Â	Â	Â	Â	Â	Â (3)	02/03/2018	COMMON STOCK	3,8
Non-Qualified Stock Option (right to buy)	\$ 15.65	Â	Â	Â	Â	Â	Â (3)	02/13/2012	COMMON STOCK	3,9
Non-Qualified Stock Option (right to buy)	\$ 17.09	Â	Â	Â	Â	Â	Â (3)	05/08/2017	COMMON STOCK	5,1
Non-Qualified Stock Option (right to buy)	\$ 18.08	Â	Â	Â	Â	Â	Â (3)	04/16/2016	COMMON STOCK	7,1
Non-Qualified Stock Option (right to buy)	\$ 20.47	Â	Â	Â	Â	Â	Â (3)	05/02/2015	COMMON STOCK	5,9
Non-Qualified Stock Option (right to buy)	\$ 21.38	Â	Â	Â	Â	Â	Â (3)	04/24/2011	COMMON STOCK	2,4
Non-Qualified Stock Option (right to buy)	\$ 22.46	Â	Â	Â	Â	Â	Â (3)	04/24/2013	COMMON STOCK	7,5
Non-Qualified Stock Option (right to buy)	\$ 23.89	Â	Â	Â	Â	Â	Â (3)	04/28/2014	COMMON STOCK	4,7

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LITTRELL JODY A
IRWIN FINANCIAL CORPORATION
500 WASHINGTON STREET
COLUMBUS, IN 47201

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FVP-Controller

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Signatures

/s/ Jody A.
Littrell

01/12/2009

__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).

- (1) Includes 1,515 additional shares acquired under the Irwin Financial Corporation Employees' Stock Purchase Plan. the information in this report is as of 12-31-08. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
- (2) The number of shares acquired through participation in the Irwin Financial Corporation Employees' Savings Plan (401-K Plan) was reduced by 149 shares due to plan trustee administrative fees.
- (3) 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 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 provided 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.