

SOUZA MATTHEW F  
 Form 4  
 April 28, 2003

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549  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	<p style="text-align: center;"><u>OMB</u> <u>APPROVAL</u></p> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . . 0.5
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person*  <b>SOUZA, MATTHEW F.</b>  _____ (Last) (First) (Middle)	2. Issuer Name and Ticker or Trading Symbol  <b>Irwin Financial Corporation (IFC)</b>	6. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
500 Washington Street (Street)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for (Month/Day/Year) <b>4/28/03</b>
Columbus, IN 47201 (City) (State) (Zip)	5. If Amendment, Date of Original (Month/Day/Year)	Director _____ 10% owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other _____ (Specify below)  <b>TITLE: SVP AND SECRETARY</b>
		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 Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) Amount or Price			

					(D)				
COMMON STOCK						17,340 (3)	D		
COMMON STOCK						6,079 (2)	I	BY SPOUSE	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. \*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 4 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)	\$22.46000	4/24/03		A		21,600		(1)	4/24/13	COMMON STOCK	21,600



(3) Between 1/1/03 and 3/31/03, the reporting person acquired 50 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 3/31/03. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.

Between 1/1/03 and 4/18/03, the reporting person acquired 233 shares of Irwin Financial Corporation common stock under the Irwin Financial Corporation Employees' Stock Purchase Plan. The information in this report is as of 4/18/03. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.