#### IRWIN FINANCIAL CORP

Form 5

February 11, 2005

<b>FORM</b>	5							OIVID AF	PROVAL		
. •		RITIES AND EXCHANGE COMMISSION					OMB Number:	3235-0362			
Check this b no longer su	bject	Wash	Washington, D.C. 20549 CATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires:	January 31, 2005		
to Section 16 Form 4 or Fo 5 obligations may continu	orm ANNU s e.							Estimated average burden hours per response 1.0			
See Instructi 1(b). Form 3 Hold Reported Form 4 Transactions Reported	Filed pursu lings Section 17(a)	ant to Section 160 of the Public Util 30(h) of the Invo	lity Holding	Compar	ny Ac	t of 19		1			
1. Name and Add LALEGGIA	dress of Reporting Per JOSEPH	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol IRWIN FINANCIAL CORP [IFC]				5. Relationship of Reporting Person(s) to Issuer				
(Last)				nent for Issuer's Fiscal Year Ended Day/Year) 2004					ppincable) 10% Owner Other (specify		
IRWIN FINA CORPORATE WASHINGTO	ION, 500	22/03/20	•			be	low) Preside	below) ent of Subsidiar	у		
	(Street)		4. If Amendment, Date Original 6 Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting  (check applicable line)				
COLUMBUS (City)	, IN 47201	-1				Pe	(_ Form Filed by ( _ Form Filed by M rrson	Iore than One Re	eporting		
(City)	(State) (Zi	Table Table	I - Non-Deriva	ative Secu	rities .	Acquir	ed, Disposed of	or Beneficial	ly 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)  (A)		)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
COMMON				Amount	or (D)	Price	(Instr. 3 and 4)				
STOCK	Â	Â	Â	Â	Â	Â	1,685 <u>(1)</u>	D	Â		
	t on a separate line fo						ection of inforquired to respo		SEC 2270 (9-02)		

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

the form displays a currently valid OMB control number.

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Deri Secu	itle of evative urity tr. 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)	of		Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
						(A) (	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
ST( OP	N-QU. OCK TION tht to	\$ 22.46	Â	Â	Â	Â	Â	(2)	04/24/2013	COMMON STOCK	10,300				

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
LALEGGIA JOSEPH IRWIN FINANCIAL CORPORATION 500 WASHINGTON STREET COLUMBUS, IN 47201	Â	Â	President of Subsidiary	Â				

### **Signatures**

/s/ Joseph R.
LaLeggia

\*\*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).
- Between 1/1/04 and 12/30/04, the reporting person acquired 400 shares of Irwin Financial Corporation common stock under the Irwin (1) Financial Corporation Dividend and Common Stock Purchase Plan. The information in this report is as of 12/30/04. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
- 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 (2) 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.

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