

IRWIN FINANCIAL CORPORATION

Form 5

January 31, 2003

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| FORM 5 | UNITED STATES SECURITIES AND EXCHANGE<br>COMMISSION<br>Washington, D.C. 20549<br><br>ANNUAL STATEMENT OF CHANGES IN<br>BENEFICIAL OWNERSHIP<br><br>Filed pursuant to Section 16(a) of the Securities Exchange Act of<br>1934, Section 17(a) of the Public Utility Holding Company Act of 1935<br>or Section 30(f) of the Investment Company Act of 1940 | <p style="text-align: center;"><u>OMB</u><br/><u>APPROVAL</u></p> OMB Number:<br>3235-0362<br>Expires: January<br>31, 2005<br>Estimated<br>average burden<br>hours per<br>response. . . .<br>1.0 |
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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).)

Form 3 Holdings Reported

Form 4 Transactions Reported

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><br><b>FREUDENTHALER,<br/>                 PAUL D.</b><br>(Last) (First) (Middle) | 2. Issuer Name and Ticker or Trading Symbol<br><br><b>Irwin Financial Corporation (IFC)</b>               | 6. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input type="checkbox"/> Director<br><br><input type="checkbox"/> _____ 10% owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other<br>(Specify below)<br><br><b>TITLE<br/>                 VICE PRESIDENT - FINANCIAL RISK<br/>                 MANAGEMENT</b> |
| 500 Washington Street<br>(Street)   | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)<br><br>(City) (State) (Zip) | 4. Statement for (Month/Day/Year)<br><b>12/31/2002</b><br><br>5. If Amendment, Date of Original (Month/Day/Year)   |
|   |   | 7. Individual or Joint Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|--|--|---|
|                                 |                                      |  |                                | Amount (A) or (D)   | Price |  |  |   |
| COMMON STOCK                    |                                      |  |                                |   |       | 689  | D  |   |

|              |  |  |  |  |  |  |  |              |   |         |
|--------------|--|--|--|--|--|--|--|--------------|---|---------|
| COMMON STOCK |  |  |  |  |  |  |  | 1,088<br>(1) | I | BY 401K |
|              |  |  |  |  |  |  |  |              |   |         |
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| If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).<br>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. | Page 1 of 3<br>SEC 2230 (09-02) |
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FORM 5 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership of Derivative Securities (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|--|--|---|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |   |
|  |  |                                      |  |                                |   |     |  |                 |   |  |  |   |
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Explanation of Responses: **See continuation page(s) for footnotes**

/S/ PAUL D. FREUDENTHALER

1/27/2003

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\_\_\_\_\_  
 \*\*Signature of Reporting Person

Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

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 of 3

FORM 5 (continued)  
 FREUDENTHALER, PAUL D.  
 500 Washington Street  
 Columbus IN 47201

Irwin Financial Corporation (IFC)  
 12/31/2002

FOOTNOTES:

1. Includes 16 additional shares acquired through participation in the Irwin Financial Corporation Employees' Savings Plan (401(k) Plan). Shares noted are as of 12/31/02. The number reported is the nearest whole number of shares..