

IRWIN FINANCIAL CORPORATION

Form 4

May 02, 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	<u>OMB</u> <u>APPROVAL</u> 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*	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
SOUZA, MATTHEW F.	Irwin Financial Corporation (IFC)	
(Last) (First) (Middle)		
500 Washington Street (Street)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	Director _____ 10% owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other _____ (Specify below)
Columbus, IN 47201 (City) (State) (Zip)	4. Statement for (Month/Day/Year) 5/02/2003	TITLE: SENIOR VICE PRESIDENT AND SECRETARY
	5. If Amendment, Date of Original (Month/Day/Year)	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	Amount	Price			
COMMON STOCK	05/02/03		S		5,851	\$23.460800	17,340	D	
COMMON STOCK	05/02/03						6,079	I	BY SPOUSE

<p>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, <i>see</i> 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.</p>	<p>Page 1 of 3 SEC 1474(3-99)</p>
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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)				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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date			

Explanation of Responses: **See continuation page(s) for footnotes**

/S/ MAATHEW F. SOUZA

05/02/2003

**Signature of Reporting Person

Date

BY: MATTHEW F. SOUZA

**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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FORM 4 (continued)
SOUZA, MATTHEW F.
500 Washington Street
Columbus IN 47201

Irwin Financial Corporation (IFC)
05/02/03

FOOTNOTES:

