

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

___ 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)						
KLING, WILLIAM H. (Last) (First) (Middle)		Irwin Financial Corporation (IFC)		<input checked="" type="checkbox"/> Director _____ 10% owner <input type="checkbox"/> Officer (give title below) _____ Other _____ (Specify below)						
500 Washington Street (Street)		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for (Month/Day/Year) 10/03/2002		DIRECTOR				
Columbus, IN 47201 (City) (State) (Zip)				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 <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. Trans- action 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. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	10/01/02		J		117 (1)	A	\$17.0000	11,534	D	

**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 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 Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)	\$13.687500								04/29/07	COMMON STOCK	800		800	D	
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)	\$15.650000								02/13/12	COMMON STOCK	3,300		3,300	D	
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)	\$16.968750								04/25/10	COMMON STOCK	2,700		2,700	D	
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)	\$21.380000								04/24/11	COMMON STOCK	2,400		2,400	D	
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)	\$24.093750								04/28/09	COMMON STOCK	1,400		1,400	D	
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)	\$28.187500								04/20/08	COMMON STOCK	400		400	D	

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

/s/

 **Signature of Reporting Person
 BY: MATTHEW F. SOUZA
 FOR: WILLIAM H. KLING

10/03/02

Date

FORM 4 (continued)

KLING, WILLIAM H.
500 Washington Street
Columbus IN 47201

Irwin Financial Corporation (IFC)
10/03/2002

FOOTNOTES:

(1) Shares reported were acquired pursuant to the Irwin Financial Corporation 1999 Outside Director Restricted Stock Compensation Plan in lieu of cash payment for services as a director of the Company. The reporting person has direct voting power with respect to the shares reported but no investment power until ownership of the shares vest pursuant to the Plan and certain holding periods set forth in the Plan expire.