

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### OMB APPROVAL

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### 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)						
<b>DEAN, SALLY ABRAMS</b> (Last) (First) (Middle)		<b>Irwin Financial Corporation (IFC)</b>		<input checked="" type="checkbox"/> Director <span style="float: right;">___ 10% owner</span> ___ Officer (give title below) <span style="float: right;">___ Other</span> (Specify below)						
<b>500 Washington Street</b> (Street)		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for (Month/Day/Year) <b>10/03/2002</b>		6. <b>DIRECTOR</b>				
<b>Columbus, IN 47201</b> (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 ___ Form filed by More than One Reporting Person				
<b>Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>										
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			
<b>COMMON STOCK</b>	<b>10/01/02</b>		<b>J</b>		<b>235 (1)</b>	<b>A</b>	<b>\$17.00000</b>	<b>14,642</b>	<b>D</b>	

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.

**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	1,120		1,120	D	
NON-QUALIFIED STOCK OPTION (Right to Buy)	\$14.500000								02/23/10	Common Stock	287		287	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)	\$17.031250								12/31/09	Common Stock	2,036		2,036	D	
NON-QUALIFIED STOCK OPTION (Right to Buy)	\$19.875000								06/30/09	Common Stock	820		820	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: SALLY ABRAMS DEAN

10/03/02

\_\_\_\_\_  
Date

FORM 4 (continued)

DEAN, SALLY ABRAMS  
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.**