

## ANNUAL 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).  
 Form 3 Holdings Reported  
 Form 4 Transactions Reported

1. Name and Address of Reporting Person*  <b>MUFSON, ELLEN Z.</b> (Last) (First) (Middle)  <b>500 Washington Street</b> (Street)  <b>Columbus, IN 47201</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol  <b>Irwin Financial Corporation (IFC)</b>	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other</span> (Specify below)  <b>TITLE</b> <b>VICE PRESIDENT - LEGAL</b>
	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for (Month/Day/Year) <b>12/31/2002</b>  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. 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			
<b>COMMON STOCK</b>						<b>742</b>	<b>D</b>		
						<b>(1) (2)</b>			

**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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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

**/S/ ELLEN Z. MUFSON**

**1/28/2003**

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

\_\_\_\_\_  
Date

FORM 5 (continued)

MUFSON, ELLEN Z.  
500 Washington Street  
Columbus IN 47201

Irwin Financial Corporation (IFC)  
12/31/2002

**FOOTNOTES:**

**1. Between 2/15/02 and 12/31/02, the reporting person acquired 14 shares of Irwin Financial Corporation common stock under the Irwin Financial Corporation Employees' Stock Purchase Plan. The information in this report is as of 12/31/02. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.**

**2. Between 2/15/02 and 12/31/02, the reporting person acquired 5 shares of Irwin Financial Corporation common stock under the Irwin Financial Corporation Dividend and Common Stock Purchase Plan. The information in this report is as of 12/31/02. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.**