

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

[illegible]

**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/ MATTHEW F. SOUZA

1/22/2003

**Signature of Reporting Person

Date

SOUZA, MATTHEW F.
500 Washington Street
Columbus IN 47201

Irwin Financial Corporation (IFC)
12/31/2002

FOOTNOTES:

1. Between 12/13/02 and 12/31/02, the reporting person acquired 83 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 12/13/02 and 12/31/02, the reporting person acquired 15 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.
3. Between 12/13/02 and 12/31/02, the reporting person acquired 40 shares of Irwin Financial Corporation common stock through broker-administered dividend reinvestment with terms similar to the Irwin Financial Corporation Dividend Reinvestment Plan. Shares noted are as of 12/31/02. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
4. Between 12/13/02 and 12/31/02, the reporting person's spouse acquired 24 shares of Irwin Financial Corporation common stock through broker-administered dividend reinvestment with terms similar to the Irwin Financial Corporation Dividend Reinvestment Plan. Shares noted are as of 12/31/02. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.