

## 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* <b>FREUDENTHALER, PAUL D.</b> _____ (Last) (First) (Middle)		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) ___ Director ___ 10% owner <b>X</b> Officer (give title below) ___ Other (Specify below)  <b>TITLE: VP-FINANCIAL RISK MANAGEMENT</b>						
500 Washington Street (Street)		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for (Month/Day/Year) <b>4/28/03</b>		7. Individual or Joint Group Filing (Check Applicable Line) <b>X</b> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person				
Columbus, IN 47201 (City) (State) (Zip)				5. If Amendment, Date of Original (Month/Day/Year)						
<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)
COMMON STOCK			Code	V	Amount	(A) or (D)	Price	689	D	
COMMON STOCK								1,091 (2)	I	BY 401(k)

**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				
<b>NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)</b>	<b>\$22.46000</b>	<b>4/24/03</b>		<b>A</b>		<b>8,100</b>		<b>(1)</b>	<b>4/24/13</b>	<b>COMMON STOCK</b>	<b>8,100</b>		<b>8,100</b>	<b>D</b>	

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

/S/ ELLEN Z. MUFSON

4/25/03

\_\_\_\_\_  
 \*\*Signature of Reporting Person  
 BY: ELLEN Z. MUFSON, ATTORNEY IN FACT  
 FOR: PAUL D. FREUDENTHALER

\_\_\_\_\_  
 Date

FREUDENTHALER, PAUL D.  
500 Washington Street  
Columbus IN 47201

Irwin Financial Corporation (IFC)  
4/28/2003

**FOOTNOTES:**

(1) The Plan provides for phased in vesting or rights to exercise granted stock options. In the year of the grant, optionee may exercise 25% of total options granted. In each of the three years immediately following the year of the grant optionee may exercise an additional 25% of the options granted. Grant of option was made to reporting person in transaction exempt under Rule 16b-3.

(2) Includes 3 additional shares acquired through participation in the Irwin Financial Corporation Employees' Savings Plan (401k Plan). Shares noted are as of 4/21/03. The number reported is the nearest whole number of shares.