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IRWIN FINANCIAL CORPORATION

Form 5

January 31, 2003

FORM 5	UNITED	CO	CURITIES MMISSIO gton, D.C. 2		IANGE	Al	OME PPROV				
	ANN	UAL STATE		OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response 1.0							
	1934, Section	nt to Section 16(and 17(a) of the Pu n 17(a) of the Pu n(f) of the Investr	blic Utility Hole								
may continueForm 3 He		ction 1(b). oorted	ct to Section	n 16. (Form 4	or Form	5 ol	bligati	ons			
1. Name and A Reporting Per	rson*	2. Issuer Nai Irwin Finan			Relat	ionship of Re		, ,			
FREUDENT PAUL D. (Last) (First)	-						D	(Check all Director	applicabl	e)	
		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for (Month/Day/Year) 12/31/2002			10% ownerOfficer (give title below)Other (Specify below) TITLE VICE PRESIDENT - FINANCIAL RISK MANAGEMENT				
Columbus, II (City) (State)				5. If Amendment, Date of Original (Month/Day/Year)			 7. Individual or Joint Group Filing (Check Applicable Line) X Form filed by One Reporting Perso 				
(City) (State) (Zip)		T 11 1	N. D.:				For	rm filed by M	Iore than	One	
1. Title of Sec	nrity	1	Non-Deriv	ative Securit 3.	1es Acqui 4. Securi		_	osed of, or Be 5. Amount	eneficially 6.	7. Nature	
(Instr. 3)	curry	Transaction		Transaction Code (Instr. 8)		d (A) of So osed of Beno		of Securities	Owner-	of Indirect Beneficial Ownership	
		(Month/ Day/ Year)	any (Month/ Day/ Year)		(Instr. 3,		Price	End of Issuer's Fiscal Year (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr.	(Instr. 4)	
COMMON S'	TOCK					(D)		689	4) D D		

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COMMON STOCK							1,08		I	BY 401K
							(-			
								-		
								-		
								+		
If the form is filed by more than one reporting person, see Instruction Page 1 of										
A(b)(v).						3				
Potential persons who are to respond to the collection of information						SEC 22	230			
contained in this form are not required to respond unless the form)			
displays a currently valid OMB control number.										

FORM 5 Table II - Derivative Securities Acquired, Disposed of, or Beneficially (continued)

Owned

(e.g. puts, calls, warrants, options, convertible securities)

1. Title of 2.														
Security or Exercise Date Price of (Month/ Day/ Deri- vative Day/ Security Year) Security Price of (Month/ Day/ Deri- vative Day/ Security Year) Security Price of (Month/ Day/ Date, if Date, if Derivative Year) Securities (Instr. 3 and 4) Securities Securities (Instr. 3 and 4) Securities Securities (Instr. 3 and 4) Securities Derivative Of Owned at Direction of Date (Month/Day/ Instr. 3 and 4) Securities Securities (Instr. 3 and 4) Securities Owned at End of Or Instr. 3, 4, and 5) Month (I) (Instr. 4) Amount Or Number Of Date (Month/Day/ Instr. 5) Securities Derivative Of Owned at End of Owned at End of Or Instr. 3, 4, and 5) Date Expiration Date Title Number Of Owned Amount Or Number Owned Amount Or Owned Amount Owned Owned Amount Owned Owned Amount Owned Own	1. Title of	2.	3. Trans-	3A.	4.	5.		6. Date	Exercisable	7. Titl	e and	8. Price of	9. Number	10. 0
(Instr. 3) Price of Deri- vative Day/ Security Year) Date, if Date any (Instr. 5) Deri- vative Day/ Year) (Month/ Day/ Year) (Month/ Day/ Year) (Month/ Day/ Year) (A) or Disposed of (D) (Instr. 3, 4, and 5) (Instr. 5) Securities (Instr. 3 and 4) (Instr. 5) Securities Beneficially Securities (Instr. 3 and 4) (Instr. 5) Securities Beneficially Securities (Instr. 3 and 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 5) Securities Beneficially Securities (Instr. 5) Securities Beneficially Securities (Instr. 5) Securities Beneficially Securities (Instr. 6) Owned at Direction of Instr. 6) Date Expiration or Title Number of Date Date Title Number of Date Date Date Date Date Date Date Date	Derivative	Conversion	action	Deemed	Trans-	Num	ıber	and Exp	iration	Amou	int of	Derivative	of	ship
Deri- vative Security Year) Day/ Year (Month/ Day/ Year) (Instr. Securities Acquired (A) or Disposed (A) or Disposed (A) and 5) Date Expiration (A) (D) Exercisable (Date (A) Or Date (A) Or Date (A) Or Date (A) Or Date (A) (D) Exercisable (Date (A) Or Date (A) Or Date (A) Or Date (A) (D) Exercisable (Date (A) Or Date (A) Or	Security	or Exercise	Date	Execution	action	of		Date (M	Ionth/Day/	Unde	lying	Security	Derivative	of
Security Year) (Month/Day/Year) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount (A) (D) Exercisable (D) (Month/OTE) Amount (D)	(Instr. 3)	Price of	(Month/	Date, if	Code	Deri	vativ	Y ear)		Secur	ities	(Instr. 5)	Securities	Deri
Day/ Year) (A) or Disposed Of (D) (Instr. 3, 4, and 5) Amount Or (A) (D) Exer- cisable Amount Or Number Of		Deri- vative	Day/	any	(Instr.	Secu	ritie	3		(Instr.	3 and 4)		Beneficially	Secu
Year) Disposed of (D) (Instr. 3, 4, and 5) Date Expiration or (A) (D) Exercisable Amount of (D) (Instr. 4) Amount or (Date Cisable of Core (Date (Security	Year)	(Month/	8)	Acqı	uired						Owned at	Dire
of (D) (Instr. 3, 4, and 5) Amount Date Expiration (A) (D) Exer- cisable Title Number of				Day/		(A)	or						End of	or Ir
(Instr. 3, 4, and 5) Date Expiration or (A) (D) Exercisable Title Number of				Year)		Disp	osed						Month	(I)
4, and 5) Amount Date Expiration or (A) (D) Exer-cisable Title Number of						of (I))						(Instr. 4)	(Inst
(A) (D) Exer- Date Title Number of						(Inst	r. 3,							
(A) Date Expiration or (D) Exer- Date Title Number of						4, an	d 5)							
(A) Date Expiration or (D) Exer- Date Title Number of														
(A) (D) Exer- Date Title Number of											Amount			
cisable of								Date	Expiration		or			
						(A)	(D)	Exer-	Date	Title	Number			
Shares Shares								cisable			of			
											Shares			

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

/S/ PAUL D. FREUDENTHALER	1/27/2003	
**Signature of Reporting Person	Date	
**Intentional misstatements or omissions of facts con Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)	stitute Federal Page 2 of 3	
	of 3	

FORM 5 (continued) FREUDENTHALER, PAUL D. 500 Washington Street Columbus IN 47201

Irwin Financial Corporation (IFC)

12/31/2002

FOOTNOTES:

1. Includes 16 additional shares acquired through participation in the Irwin Financial Corporation Employees' Savings Plan (401(k) Plan). Shares noted are as of 12/31/02. The number reported is the nearest whole number of shares..