

IRWIN FINANCIAL CORP
 Form 5
 February 11, 2005

FORM 5

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

OMB APPROVAL

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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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
 DEAN SALLY A
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 IRWIN FINANCIAL CORP [IFC]
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

C/O IRWIN FINANCIAL CORPORATION, 500 WASHINGTON STREET
 (Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

COLUMBUS, IN 47201
 (City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - 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)
COMMON STOCK				Amount (D) Price	17,504	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
NON QU. STOCK OPTION (right to buy)	\$ 13.6875	Â	Â	Â	Â Â Â (1)	04/29/2007	COMMON STOCK	1,120
NON QU. STOCK OPTION (right to buy)	\$ 14.5	Â	Â	Â	Â Â Â (1)	02/23/2010	COMMON STOCK	287
NON QU. STOCK OPTION (right to buy)	\$ 15.65	Â	Â	Â	Â Â Â (1)	02/13/2012	COMMON STOCK	3,300
NON QU. STOCK OPTION (right to buy)	\$ 16.9687	Â	Â	Â	Â Â Â (1)	04/25/2010	COMMON STOCK	2,700
NON QU. STOCK OPTION (right to buy)	\$ 17.0312	Â	Â	Â	Â Â Â (1)	12/31/2009	COMMON STOCK	2,036
NON QU. STOCK OPTION	\$ 19.875	Â	Â	Â	Â Â Â (1)	06/30/2009	COMMON STOCK	820

(right to buy)												
NON QU. STOCK OPTION	\$ 21.38	^	^	^	^	^	^	^ (1)	04/24/2011	COMMON STOCK	2,400	
(right to buy)												
NON QU. STOCK OPTION	\$ 22.46	^	^	^	^	^	^	^ (1)	04/23/2013	COMMON STOCK	2,500	
(right to buy)												
NON QU. STOCK OPTION	\$ 24.0937	^	^	^	^	^	^	^ (1)	04/28/2009	COMMON STOCK	1,400	
(right to buy)												
NON QU. STOCK OPTION	\$ 25.68	^	^	^	^	^	^	^ (1)	08/16/2014	COMMON STOCK	2,100	
(right to buy)												
NON QU. STOCK OPTION	\$ 28.1875	^	^	^	^	^	^	^ (1)	04/20/2008	COMMON STOCK	400	
(right to buy)												

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEAN SALLY A C/O IRWIN FINANCIAL CORPORATION 500 WASHINGTON STREET COLUMBUS, IN 47201	^ X	^	^	^

Signatures

/s/ Sally Abrams
Dean
01/13/2005
Date

Signature of
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Plan provides for phased-in vesting of rights to exercise granted stock options. In the year of the grant, optionee may exercise 25% of
- (1) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. 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 number.