

IRWIN FINANCIAL CORP
 Form 5
 February 13, 2009

FORM 5

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

OMB APPROVAL

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 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 *
LITTRELL JODY 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)
12/31/2008

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

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	^	^	^	^ ^ ^ ^	8,972 ⁽¹⁾	D	^
COMMON STOCK	^	^	^	^ ^ ^ ^	10,006 ⁽²⁾	I	BY 401K

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)

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 Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 10.21	Â	Â	Â	Â Â	Â (3) 02/03/2018	COMMON STOCK 3,8
Non-Qualified Stock Option (right to buy)	\$ 15.65	Â	Â	Â	Â Â	Â (3) 02/13/2012	COMMON STOCK 3,9
Non-Qualified Stock Option (right to buy)	\$ 17.09	Â	Â	Â	Â Â	Â (3) 05/08/2017	COMMON STOCK 5,1
Non-Qualified Stock Option (right to buy)	\$ 18.08	Â	Â	Â	Â Â	Â (3) 04/16/2016	COMMON STOCK 7,1
Non-Qualified Stock Option (right to buy)	\$ 20.47	Â	Â	Â	Â Â	Â (3) 05/02/2015	COMMON STOCK 5,9
Non-Qualified Stock Option (right to buy)	\$ 21.38	Â	Â	Â	Â Â	Â (3) 04/24/2011	COMMON STOCK 2,4
Non-Qualified Stock Option (right to buy)	\$ 22.46	Â	Â	Â	Â Â	Â (3) 04/24/2013	COMMON STOCK 7,5
Non-Qualified Stock Option (right to buy)	\$ 23.89	Â	Â	Â	Â Â	Â (3) 04/28/2014	COMMON STOCK 4,7

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LITTRELL JODY A
IRWIN FINANCIAL CORPORATION
500 WASHINGTON STREET
COLUMBUS, IN 47201

^

^

^

FVP-Controller

^

Signatures

/s/ Jody A.
Littrell

01/12/2009

**Signature of
Reporting Person

Date

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).

(1) Includes 1,515 additional shares acquired under the Irwin Financial Corporation Employees' Stock Purchase Plan. the information in this report is as of 12-31-08. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.

(2) The number of shares acquired through participation in the Irwin Financial Corporation Employees' Savings Plan (401-K Plan) was reduced by 149 shares due to plan trustee administrative fees.

(3) 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 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.

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