

EHLINGER GREGORY F
 Form 5
 February 13, 2007

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 *
 EHLINGER GREGORY F
 (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)
 12/31/2006

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

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)	(A) or (D)	Price	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	^	^	^	^	^	^	6,682 ⁽⁴⁾	D	^
COMMON STOCK	^	^	^	^	^	^	474 ⁽¹⁾	I	UGMA CUST FOR CHILD
COMMON STOCK	^	^	^	^	^	^	474 ⁽²⁾	I	UGMA CUST

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Includes 2 additional shares acquired under the Irwin Financial Corporation Dividend Reinvestment and Common Stock Purchase Plan. The information in this report is as of 12/31/06. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.

- Includes 3 additional shares acquired under the Irwin Financial Corporation Dividend Reinvestment and Common Stock Purchase Plan.
- (2) The information in this report is as of 12/31/06. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
- Between 11/13/06 and 12/31/06 , the reporting person's spouse acquired 2 shares of Irwin Financial Corporation common stock under the
- (3) Irwin Financial Corporation Dividend Reinvestment and Common Stock Purchase Plan. The information in this report is as of 12/31/06. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.
- Between 11/13/06 and 12/31/06 , the reporting person acquired 55 shares of Irwin Financial Corporation common stock under the Irwin
- (4) Financial Corporation Employees' Stock Purchase Plan. The information in this report is as of 12/31/06. The Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.

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.