MILLER WILLIAM I

Form 4

Form 4															
December 10, 20								T							
FORM 4 U	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								GE <u>OMB</u> APPROVAL						
	STA	ATEMENT O	F CHANGI OWNERSI	L	3235-0	Number: 287 s: January									
199	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 193 or Section 30(f) of the Investment Company Act of 1940														
		no longer sub	-												
Form 4 or Form	5 obl	igations may	continue. So	ee Iı	nstruc	tion 1(b).									
(Drint on Tyme D	0000	,,,,,,)													
(Print or Type Ro		2. Issuer Nam	a and Ticke	ar or	r Trad	ing Symb	01.6	Palatio	nchin of Pan	orting Par	reon(s) to				
Address of	İ	2. 188uci Ivaii	ic and tick	JI 01	Hau	ing Symo		suer	nsinp of Kep	orting i ci	.5011(5) 10				
Reporting Person	n*	Irwin Financ	cial Corpor	atio	n (IF	C)		5401							
					(-,	(Check all applicable)								
MILLER, WILLIAM I.								X Director							
(Last) (First)							10% owner								
(Middle)		2 1 2 2 1 1		T,				X Office	er (give title belo	w)Otl	ner				
500 Washington		3. I.R.S. Iden				ement for	()	(Specify below)							
500 Washingtor Street		Number of Ro Person, if an o			1 2/10 /2	n/Day/Yea	ar) Cł	CHAIRMAN							
(Street)			Entity		.2/10/	2002									
(Succi)		(Voluntary)	Voluntary)						7. Individual or Joint Group Filing (Check						
Columbus, IN						f Original		pplicabl		Jioup Pili	ing (Check				
47201						_			,	ne Reporti	ng Person				
(City) (State) (Zi	ip)	(Month/Day/Year) X Form filed by One Reporting Person Form filed by More than One Reporting Person Form Form Form Filed By More than One Report Person Form Filed By More than One Report Person Filed By More Person Filed By													
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	1,						Pe	Person							
		Table 1	- Non-Deriv	vativ	ve Sec	curities Ac	cquir	ed, Dist	osed of, or I	Beneficial	ly Owned				
1. Title of Security (Instr. 3)		2. Trans-action	2A. Deemed Execution	3. Tra Coc	nsacti le	4. Securited or Dispost (Instr. 3, 4)	ies (A) sed o	f (D)	5. Amount of Securities Beneficially Owned at	6. Owner-	7. Nature of Indirect Beneficial Owner- ship				
			any						End of	Direct	(Instr. 4)				
		Day/	(Month/				(A)		Month	(D) or					
	Ì	Year)		Cod	le V	Amount	or		(Instr. 3 and						
			Year)				(D)		4)	(I)					
										(Instr.					
GOV D CONT CITE	OI.	10/00/0000		_	* 7	2.015	1		106.00	4)					
COMMON STO	OCK	12/09/2002		G	V	2,916 (1)	D		136,029) D					

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COMMON STOCK								2	2,812	I	BY DAUGHTER (2)
COMMON STOCK	12/09/2002		G	V	2,916 (1)	A		1	2,971	I	BY DAUGHTER (3)
Reminder: Report on a separate line for each class of securities											
beneficially owned directly or indirectly. *If the form is filed by more											
than one reporting person, see Instruction 4(b)(v).											
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 v	alid OMB cor	ntrol numbe	r.								

FORM 4 Table II - Derivative Securities Acquired, Disposed of, or Beneficially (continued) Owned

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

1. Title of 2. 3. Tra	ns-3A.	4. Trai	ns-	5.		6. Date		7. Title and		8.	9.	10.	11.
Derivative Conver- action	Deemed	action	action		ber	Exercisable and		Amount of		Price	Number	Owner-	Nature
Security sion or Date	Execution	Code	Code			Expiration Date		Underlying		of	of	ship	of
(Instr. 3) Exercise (Mont	h/ Date, if	(Instr.	(Instr. 8)		vativ	eMonth/Day/		Securities		Deriv-	Deriv-	Form of	Indire
Price of Day/	any			Securi-tie		Y ear)		(Instr.	(Instr. 3 and 4)		ative	Deriv-	Benefi
Deri- Year)	(Month/			Acqı	aired					Secur-	Secur-	ative	cial
vative	Day/		(A) or							ity	ities	Security:	Owner
Security	Year)			Disp	osed					(Instr.	Bene-	Direct	ship
				of (E))					5)	ficially	(D) or	(Instr.
			(Instr. 3,								Owned	Indirect	4)
				4, an	d 5)						at End	(I)	
									Amount		of	(Instr. 4)	
									or		Month		
						Date	Expira-		Number		(Instr. 4)		
						Exer-	tion		of				
		Code	V	(A)	(D)	cisable	Date	Title	Shares				
						_	_				_		

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

/S/ WILLIAM I. MILLER	12/10/2002	
**Signature of Reporting Person	Date	
**Intentional misstatements or omissions of facts of Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)	onstitute Federal Page 2 of 3	

FORM 4 (continued)

MILLER, WILLIAM I. 500 Washington Street

Irwin Financial Corporation (IFC) 12/10/2002

Columbus IN 47201

FOOTNOTES:

- (1) REPRESENTS TRANSFER OF SHARES TO THE WILLIAM I. MILLER 1998 ANNUAL EXCLUSION TRUST, LYNNE M. MAGUIRE, TRUSTEE.
- (2) AS CUSTODIAN FOR KATHERINE MAGUIRE MILLER, LAURA MARIE MILLER, AND EMILY ELIZABETH MILLER, CHILDREN OF WILLIAM I. MILLER UNDER THE UNIFORM TRANSFERS OF MINORS ACT. MR. MILLER EXPRESSLY DISCLAIMS BENEFICIAL OWNERSHIP OF THE SECURITIES HELD FOR HIS CHILDREN.
- (3) LYNNE M. MAGUIRE, TRUSTEE OF THE 1998 WILLIAM I. MILLER ANNUAL EXCLUSION TRUST U/A DATED 12/15/1998. MR. MILLER DISCLAIMS BENEFICIAL OWNERSHIP OF THE SECURITIES HELD BY THIS TRUST.

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