

TITAN INTERNATIONAL INC
 Form 4
 October 01, 2015

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CASHIN RICHARD M JR

2. Issuer Name and Ticker or Trading Symbol
TITAN INTERNATIONAL INC [TWI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O TITAN INTERNATIONAL, INC., 2701 SPRUCE STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

QUINCY, IL 62301

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock ⁽¹⁾	09/29/2015		J		729,157	D	\$ 6.535
Common stock ⁽¹⁾	09/29/2015		J		729,157	A	\$ 6.535
Common stock	09/30/2015		G	V	729,157	D	\$ 0

By the
 Richard M. Cashin Jr. 2015 Titan GRAT trust

Common stock	09/30/2015	J	729,157	A	<u>2</u>	729,157	I	By the Richard M. Cashin Jr. 2015 Titan GRAT II trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 of Underlying Securities (Instr. 3 and 4)	8. Pri Deriv Secur (Instr	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock options	\$ 27.915					05/12/2011	05/12/2021	Common stock	10,000
Stock options	\$ 23.385					05/17/2012	05/17/2022	Common stock	15,000
Stock options	\$ 24.065					05/16/2013	05/16/2023	Common stock	20,000
Stock options	\$ 16.01					05/16/2014	05/16/2024	Common stock	20,000
Stock options	\$ 11.03					06/04/2015	06/04/2025	Common stock	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

CASHIN RICHARD M JR
C/O TITAN INTERNATIONAL, INC.
2701 SPRUCE STREET
QUINCY, IL 62301

Signatures

/s/ Richard M.
Cashin Jr. 10/01/2015

__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) On September 29, 2015, Mr. Cashin purchased all the shares he previously placed in trust from the Richard M. Cashin Jr. 2015 Titan GRAT trust for estate planning purposes.
- (2) On September 30, 2015, Mr. Cashin transferred 729,157 shares of Titan to the Richard M. Cashin Jr. 2015 Titan GRAT II trust for estate planning purposes.

Note: File three copies of this Form, one of which must be manually signed. If space 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.