

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)

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

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

C/O TITAN INTERNATIONAL, INC., 2701 SPRUCE STREET

(Street)

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

QUINCY, IL 62301

(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 |
| | | | | | 0 | I | |
| Common stock ⁽¹⁾ | 09/29/2015 | | J | | 729,157 | A | \$ 6.535 |
| | | | | | 729,157 | D | |
| Common stock | 09/30/2015 | | G | V | 729,157 | D | \$ 0 |
| | | | | | 0 | D | |

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 |
|--------------|------------|---|---------|---|----------|---------|---|---|

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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| 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.