TITAN INTERNATIONAL INC

Form 4/A May 10, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

Check this box if no longer

Washington, D.C. 20549

Number: 3235-0287

January 31,

0.5

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * SOAVE ANTHONY L | 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 | 3. Date of Earliest Transaction (Month/Day/Year) 05/05/2006 | _X_ Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Street) QUINCY, IL 62301 (Street) (7in) | 4. If Amendment, Date Original Filed(Month/Day/Year) 05/09/2006 | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 |
|--------|---------|-------|--|
| (- 3) | () | \ I/ | Table 1 - 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) | ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--------------------------------------|--------------------------------------|---|---|--|--------|--|---|---|--|
| | | | | | (A) or | ъ. | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| Common Stock (1) | 05/05/2006 | | Code V S | Amount 15,000 | (D) | Price \$ 19.54 | 737,200 | D | |
| Common Stock | 05/08/2006 | | S | 30,000 | D | \$ 19.6 | 707,200 (1) | D | |
| Common Stock | 05/09/2006 | | S | 20,000 | D | \$ 19.6 | 687,200 <u>(1)</u> | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transactio | 5. orNumber | 6. Date Exerc Expiration D | | 7. Title | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---|--------------------------------------|----------------------|------------------|---|-------------------------------|--------------------|-------------------|--|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (World Day Tear) | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/ | | Underl Securit | lying | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | |
|--------------------------------|----------|---------------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |

SOAVE ANTHONY L C/O TITAN INTERNATIONAL, INC. 2701 SPRUCE STREET QUINCY, IL 62301



Signatures

/s/ Anthony L. Soave 05/10/2006

**Signature of Date
Reporting Person

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) Amended to include 05/05/2006 transaction.

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.

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