

TITAN INTERNATIONAL INC
Form 4
February 27, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)
02/25/2015

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

QUINCY, IL 62301

(City) (State) (Zip)

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

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 | 02/25/2015 | | J | | 729,157 | D | 50,536 |
| Common stock | 02/25/2015 | | J | | 729,157 | A | 729,157 |

Held by
the
Richard
M. Cashin
Jr. 2015
Titan
GRAT
trust

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

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SEC 1474
(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 | |
|---|--|---|---|--------------------------------------|--|--|-----|---|--------------------|------------------------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock options | \$ 11.56 | | | | | | | 05/19/2005 | 05/19/2015 | Common stock | 12,500 |
| 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 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| CASHIN RICHARD M JR C/O TITAN INTERNATIONAL, INC. 2701 SPRUCE STREET QUINCY, IL 62301 | X |

Signatures

/s/ Richard M.
Cashin Jr. 02/27/2015
Date

__Signature of 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) On February 25, 2015, Mr. Cashin transferred 729,157 shares of Titan to the Richard M. Cashin Jr. 2015 Titan GRAT 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.

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