

TITAN INTERNATIONAL INC  
 Form 4  
 February 27, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
**RACHESKY MARK H MD**

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)  
**40 WEST 57TH STREET, 24TH FLOOR,**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/25/2014**

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

(Street)  
**NEW YORK, NY 10019**

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 Ownership (Instr. 4) |   |                       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|-----------------------|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                             |   |                       |
| Common Stock                    | 02/25/2014                           |  | P                              | 17,562  | A   | \$ 17.5629 (6)   | 590,300                           | I | See Footnotes (1) (2) |
| Common Stock                    | 02/25/2014                           |  | P                              | 2,209   | A   | \$ 17.5629 (6)   | 73,488                            | I | See Footnotes (3)     |
| Common Stock                    | 02/25/2014                           |  | P                              | 180,229   | A   | \$ 17.5629 (6)   | 5,376,212                         | I | See Footnotes (4) (5) |
| Common                          | 02/26/2014                           |  | P                              | 10,774  | A   | \$   | 601,074                           | I | See                   |

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|              |            |   |         |   |                      |           |   |  |                             |
|--------------|------------|---|---------|---|----------------------|-----------|---|--|-----------------------------|
| Stock        |            |   |         |   | 17.7221<br>(7)       |           |   |  | Footnotes<br>(1) (2)        |
| Common Stock | 02/26/2014 | P | 1,355   | A | \$<br>17.7221<br>(7) | 74,843    | I |  | See<br>Footnotes<br>(3)     |
| Common Stock | 02/26/2014 | P | 110,571 | A | \$<br>17.7221<br>(7) | 5,486,783 | I |  | See<br>Footnotes<br>(4) (5) |
| Common Stock | 02/27/2014 | P | 386     | A | \$ 17.743<br>(8)     | 601,460   | I |  | See<br>Footnotes<br>(1) (2) |
| Common Stock | 02/27/2014 | P | 49      | A | \$ 17.743<br>(8)     | 74,892    | I |  | See<br>Footnotes<br>(3)     |
| Common Stock | 02/27/2014 | P | 3,965   | A | \$ 17.743<br>(8)     | 5,490,748 | I |  | See<br>Footnotes<br>(4) (5) |

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

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Date Exercisable      Expiration Date      Title      Amount or Number of Shares

Code V (A) (D)

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other



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(5) (Continued from Footnote 4) Accordingly, Institutional Advisors III, Fund Management, MHR Holdings and Dr. Rachesky may be deemed to beneficially own the securities held for the account of Institutional Partners III. Each of Institutional Advisors III, Fund Management, MHR Holdings and Dr. Rachesky disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.35 to \$17.70. The reporting person undertakes to provide to the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnote (6) to this Form 4.

(7) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.50 to \$17.75. The reporting person undertakes to provide to the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnote (7) to this Form 4.

(8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$17.73 to \$17.75. The reporting person undertakes to provide to the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnote (8) to this Form 4.

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