

TITAN INTERNATIONAL INC  
Form 4  
June 16, 2017

**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 \*  
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)

3. Date of Earliest Transaction (Month/Day/Year)  
06/14/2017

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

C/O TITAN INTERNATIONAL CORP, 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  |   |  |   |
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Common stock                    |                                      |  |                                |   | 911,375   | D  |   |
| Common stock                    |                                      |  |                                |   | 5,000   | I  | By Brambleton Investments LLC <u>(1)</u>              |

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

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number.

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock options                              | \$ 27.915  |                                      |  |                                |   | 05/21/2011 05/21/2021                                    | 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   |
| Stock options                              | \$ 6.995   |                                      |  |                                |   | 06/07/2016 06/07/2026                                    | Common stock 20,000   |
| Stock options                              | \$ 11.79   | 06/14/2017                           |  | A                              | 20,000  | 06/14/2017 06/14/2027                                    | Common stock 20,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SOAVE ANTHONY L<br>C/O TITAN INTERNATIONAL CORP<br>2701 SPRUCE STREET<br>QUINCY, IL 62301 | X             |           |         |       |

## Signatures

/s/ Anthony L. Soave 06/16/2017

\*\*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) Mr. Soave owns the management company that manages Brambleton Investments, LLC. Mr. Soave disclaims beneficial ownership of the shares of the issuer held by Brambleton Investments LLC in excess of his pecuniary interest.

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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