

TAYLOR MAURICE M JR  
Form 4  
November 10, 2005

**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 \*  
TAYLOR MAURICE 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)  
2701 SPRUCE STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/08/2005

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common stock <sup>(1)</sup>     | 11/08/2005                           |  | S                              |   | 118,500   | D  | \$ 17.2587                                 |
| Common stock <sup>(1)</sup>     | 11/09/2005                           |  | S                              |   | 284,000   | D  | \$ 17.1578                                 |
|                                 |                                      |  |                                |   |   |  | 1,465,866                                  |
|                                 |                                      |  |                                |   |   |  | 1,181,866                                  |

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

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SEC 1474 (9-02)

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**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. Pr Deri Secur (Inst |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                  | Amount or Number of Shares |
| Stock incentive plan stock option - vested   | (2)  |                                      |  |                                |   | (2)  | (2)   | Common stock           | 229,010                    |
| Stock incentive plan stock option - unvested | \$ 13.35   |                                      |  |                                |   | (3)  | 06/24/2015  | Common stock           | 75,815                     |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| TAYLOR MAURICE M JR<br>2701 SPRUCE STREET<br>QUINCY, IL 62301 | X             |           | Chairman & CEO |       |

## Signatures

/s/ Maurice M. Taylor Jr. 11/10/2005

\*\*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) I have not intended that my participation with One Equity Partners LLC would exceed over ten million dollars of my holdings. I have intended to sell the remaining shares of my holdings for my own estate planning. I have sold the last few days, 402,500 shares of Titan common shares. I reserve the right to sell any further stock for my estate. I believe that \$17 plus was a fair offer, even if others do not.

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This is my personal opinion and should not be construed that the transaction will proceed or that a definitive agreement has or will be reached.

(2) Various

(3) Unvested

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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