

TITAN INTERNATIONAL INC

Form 4/A

March 16, 2007

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 *
Luxor Capital Group, LP

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)
03/13/2007

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

767 FIFTH AVENUE, 19TH
FLOOR

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/14/2007

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

NEW YORK, NY 10153

(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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/13/2007		P		4,842	A \$ 25.5483	497,890	D	<u>(1)</u> <u>(6)</u> <u>(7)</u>
Common Stock	03/13/2007		P		1,712	A \$ 25.5483	176,032	D	<u>(2)</u> <u>(6)</u> <u>(7)</u>
Common Stock	03/13/2007		P		7,080	A \$ 25.5483	728,001	D	<u>(3)</u> <u>(6)</u> <u>(7)</u>
Common Stock	03/13/2007		P		8,344	A \$ 25.5483	858,072	D	<u>(4)</u> <u>(6)</u> <u>(7)</u>
Common Stock	03/13/2007		P		1,922	A \$ 25.5483	197,659	I	See <u>(5)</u> <u>(6)</u> <u>(7)</u>

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own 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
Luxor Capital Group, LP 767 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10153	X
LUXOR CAPITAL PARTNERS OFFSHORE LTD C/O M&C CORPORATE SVCS LTD PO BOX 309 GT UGLAND HOUSE GEORGE TOWN, E9 00000	X
Luxor Capital Partners, LP 767 FIFTH AVENUE, 19TH FLOOR NEW YORK, NY 10153	X
LCG SELECT OFFSHORE LTD PO BOX 309GT UGLAND HOUSE SOUTH CHURCH S GEORGE TOWN GRAND CAYAMAN CAYMAN ISLANDS, E9 00000	X
LCG SELECT LLC 767 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10153	X

Signatures

Norris Nissim, as General Counsel of Luxor Management, LLC, General Partner of Luxor Capital Group, LP

03/16/2007

__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) Represents transactions effected by Luxor Capital Group, LP ("Luxor Capital Group") for Luxor Capital Partners, LP (the "Onshore Fund"). After the transactions disclosed on this Form 4, the Onshore Fund directly owns 497,890 shares of common stock.
- (2) Represents transactions effected by Luxor Capital Group for LCG Select, LLC (the "Select Onshore Fund"). After the transactions disclosed on this Form 4, the Select Onshore Fund directly owns 176,032 shares of common stock.
- (3) Represents transactions effected by Luxor Capital Group for Luxor Capital Partners Offshore, Ltd. (the "Offshore Fund"). After the transactions disclosed on this Form 4, the Offshore Fund directly owns 728,001 shares of common stock.
- (4) Represents transactions effected by Luxor Capital Group for LCG Select Offshore, Ltd. (the "Select Offshore Fund"). After the transactions disclosed on this Form 4, the Select Offshore Fund directly owns 858,072 shares of common stock.
- (5) Represents transactions of accounts separately managed by Luxor Capital Group ("Separately Managed Accounts"). After the transactions disclosed in this Form 4, the Separately Managed Accounts directly own 197,659 shares of common stock.

- Luxor Capital Group is a registered investment adviser and acts as the investment manager of the Onshore Fund, the Select Onshore Fund, the Offshore Fund and the Select Offshore Fund, among other accounts. Luxor Management, LLC ("Luxor Management") is the general partner of Luxor Capital Group. Mr. Leone is the managing member of Luxor Management. LCG Holdings, LLC ("Luxor Holdings") is the general partner of the Onshore Fund and the managing member of the Select Onshore Fund. Mr. Leone is the managing member of LCG Holdings.
- (6) Luxor Capital Group, Luxor Management and Mr. Leone may each be deemed to indirectly beneficially own the shares of common stock held by the Onshore Fund, the Select Onshore Fund, the Offshore Fund and the Select Offshore Fund and the Separately Managed Accounts. LCG Holdings may be deemed to indirectly beneficially own the shares of common stock held by the Onshore Fund and the Select Onshore Fund. For purposes of this Form 4, Luxor Capital Group, Luxor Management, LCG Holdings and Mr. Leone each disclaim ownership of the shares of common stock owned by the funds and Separately Managed Accounts except to the extent of their pecuniary interest therein.

Remarks:

The transactions reported on this Form 4/A are additions to the Form 4 filed by the Reporting Persons on March 14, 2007 with respect to Titan International, Inc.

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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