

Beebe Katherine
 Form 3
 February 25, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

^ Beebe Katherine
 (Last) (First) (Middle)

400 OYSTER POINT BLVD.,
 SUITE 505

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 02/19/2019

3. Issuer Name and Ticker or Trading Symbol
 TITAN PHARMACEUTICALS INC [TTNP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

2,387

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D ^

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)
 Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option (Right to Buy)	Â (1)	Â (1)	Common Stock	28,487	\$ 1.56	D	Â
Option (Right to Buy)	Â (2)	03/16/2025	Common Stock	4,243	\$ 19.8	D	Â
Option (Right to Buy)	Â (3)	03/07/2028	Common Stock	28,335	\$ 5.82	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beebe Katherine 400 OYSTER POINT BLVD., SUITE 505 SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â Chief Scientific Officer	Â

Signatures

/s/Katherine Beebe
DeVarney

02/25/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Represents currently vested options that were granted between May 2009 and February 2017 that were repriced effective January 23, 2019. Of such options, 7,576 expire on May 17, 2019, with the balance expiring on various dates between May 11, 2021 and February 13, 2027.

(2) These options, which were granted in March 2015, are fully vested.

(3) These options, which were granted in March 2017, are fully vested.

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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