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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>NATAN DAVID</u>  (Last) (First) (Middle) <u>11190 BISCAYNE BLVD</u>  (Street) <u>MIAMI FL 33181</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TITAN PHARMACEUTICALS INC [ TTNP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/26/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/28/2023</u>		

**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	07/26/2023		A		50,000 <sup>(1)</sup>	A	\$0	50,000	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Option to Purchase Common Stock	\$1.52 <sup>(2)</sup>	06/29/2023 <sup>(2)</sup>		A		25,000		(2)	08/15/2032 <sup>(3)</sup>	Common Stock	\$0	25,000	D	
Option to Purchase Common Stock	\$1.31 <sup>(4)</sup>	06/29/2023 <sup>(4)</sup>		A		100,000		(4)	09/15/2032 <sup>(3)</sup>	Common Stock	\$0	100,000	D	

**Explanation of Responses:**

- The shares reported in this transaction represent Unrestricted Stock Awards pursuant to the Issuer's Fourth Amended and Restated 2015 Omnibus Equity Incentive Plan that vested immediately on the date of grant.
- The options were approved by the Issuer's Board of Directors on August 15, 2022. The options were conditioned on the approval by the Issuer's stockholders of an increase in the number of shares available for issuance under the 2015 Omnibus Equity Incentive Plan, which approval occurred on June 29, 2023. The exercise price of the options is equal to the closing price of the Issuer's common stock on August 15, 2022.
- This Form 4 is being amended to correct the expiration date of the options, which were incorrectly reported in the original report due to an inadvertent clerical error.
- The options were approved by the Issuer's Board of Directors on September 15, 2022. The options were conditioned on the approval by the Issuer's stockholders of an increase in the number of shares available for issuance under the 2015 Omnibus Equity Incentive Plan, which approval occurred on June 29, 2023. The exercise price of the options is equal to the closing price of the Issuer's common stock on September 15, 2022.

/s/ David Natan 07/31/2023  
 \*\* Signature of Reporting Person Date

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

\* 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).

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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