## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
OMB 3235Number: 0287
Estimated average
burden hours per
response... 0.5

longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

Symbol TITAN PH	IARMA			S INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director			
E (Month/Day/	Year)	nsac	ction		below)			
	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acqu							Owned	
ny	Code		Acquired Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	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)	
h class of securitie	es benefic	Pe in	ersons w formation quired to	n containe respond	ed in this form are r unless the form dis	not	SEC 1474 (9-02)	
	Symbol TITAN PH [AMEX - 7]  3. Date of Ea (Month/Day/ 05/30/2008  4. If Amendr Filed(Month/E)  Table I -  A. Deemed xecution Date, if Month/Day/Year)	Symbol TITAN PHARMA [AMEX - TTP]  3. Date of Earliest Tra (Month/Day/Year) 05/30/2008  4. If Amendment, Dat Filed(Month/Day/Year)  Table I - Non-Der A. Deemed xecution Date, if y Month/Day/Year)  3. Transact Code (Instr. 8)	Symbol TITAN PHARMACE [AMEX - TTP]  3. Date of Earliest Transact (Month/Day/Year) 05/30/2008  4. If Amendment, Date Or Filed(Month/Day/Year)  Table I - Non-Derivat  A. Deemed A	Symbol TITAN PHARMACEUTICAL [AMEX - TTP]  3. Date of Earliest Transaction (Month/Day/Year) 05/30/2008  4. If Amendment, Date Original Filed(Month/Day/Year)  Table I - Non-Derivative Secur  A. Deemed A. Deemed A. Deemed A. Code Month/Day/Year)  Transaction Code Month/Day/Year)  Code V Amount  h class of securities beneficially owned  Persons w informatior required to	Symbol TITAN PHARMACEUTICALS INC [AMEX - TTP]  3. Date of Earliest Transaction (Month/Day/Year)  Table I - Non-Derivative Securities Acqui A. Deemed A. Deemed A. Deemed A. Deemed A. Deemed Month/Day/Year)  Table I - Non-Derivative Securities Acqui A. Deemed Month/Day/Year)  A. Deemed Month/Day/Year)  Table I - Non-Derivative Securities Acqui A. Code Unistr. 8)  Transaction Code Disposed of (D) (Instr. 3, 4 and 5)  Code V Amount (D) Price  Persons who respondinformation container equired to respond	Symbol TITAN PHARMACEUTICALS INC [AMEX - TTP]  3. Date of Earliest Transaction (Month/Day/Year) 05/30/2008  4. If Amendment, Date Original Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Incertification A. Deemed Secution Date, if Transaction (Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5)  A class of securities beneficially owned  Persons who respond to the collection information contained in this form are responded.	Symbol TITAN PHARMACEUTICALS INC [AMEX - TTP]  3. Date of Earliest Transaction (Month/Day/Year) 05/30/2008  4. If Amendment, Date Original Filed(Month/Day/Year)  Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially of Code Month/Day/Year)  A. Deemed Axecution Date, if Transaction Code Month/Day/Year)  (Instr. 8)  (Instr. 3, 4 and 5)  A class of securities beneficially owned  Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction	3A. Deemed	4.		<ol><li>Numb</li></ol>	er	6. Date Exe	rcisable and	7. Title and	Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transac	tion	of		Expiration I	Date	of Underlyi	ing	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		Derivativ	ve	(Month/Day	/Year)	Securities		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	)	Securitie	s			(Instr. 3 and	d 4)	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Acquired	i						Owned	Security:	(Instr. 4)
	Security					(A) or								Direct (D)	
						Disposed	d of						Reported	or Indirect	
						(D)							Transaction(s)	(I)	
						(Instr. 3,	4,						(Instr. 4)	(Instr. 4)	
						and 5)									
											Amount				
								Date	Expiration		or				
								Exercisable		Title	Number				
									Date		of				
				Code	V	(A)	(D)				Shares				
Option															
to										C					
Purchase	\$ 1.52	05/30/2008		Α		25,000		<u>(1)</u>	05/30/2018	Common Stock	25,000	\$0	25,000	D	
Common						- ,				Stock	- ,0 0 0		- , , , ,		
Stock															

#### **Reporting Owners**

D	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
SMITH LEY S 400 OYSTER POINT BLVD., SUITE 505 SO. SAN FRANCISCO, CA 94080	X							

#### **Signatures**

/s/ Ley S. Smith	06/02/2008
**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) The options vest in twelve equal monthly installments commencing on the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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