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

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

(Print or Type Respo	nses)										
1. Name and Addres BAUER VICTO	Symb TIT	2. Issuer Name and Ticker or Trading Symbol TITAN PHARMACEUTICALS INC [TTNP.OB]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)X_ Director 10% Owner Officer (give title Other (specify below)			
400 OYSTER PO	ITE (Mon	te of Ear th/Day/ 5/2013		nsac	etion		•	below)			
SO. SAN FRANC	Filed(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)	Ta	ble I - 1	Non-Dei	ivat	tive Secur	ities .	Acqui	red, Disposed of, or l	Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	any	ecution Date, if			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	02/25/2013			M		25,000	A	\$ 1.5	36,144	D	
Reminder: Report or directly or indirectly.	a separate line for ea	ach class of s	securitie	s benefic	ially	owned					
					ini re	formatio quired to	n coi res	ntaine pond	nd to the collection ed in this form are r unless the form dis control number.	not	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	2.	Transaction	3A. Deemed	4.		5. N	umber	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		Der	ivative	(Month/Day	y/Year)	Securities		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Seci	ırities			(Instr. 3 and	d 4)	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Acq	uired						Owned	Security:	(Instr. 4)
	Security					(A)	or						Following	Direct (D)	
						Disp	posed of						Reported	or Indirect	
						(D)							Transaction(s)	(I)	
							tr. 3, 4,						(Instr. 4)	(Instr. 4)	
						and	5)								
											Amount				
								Data	Expiration		or				
								Date Exercisable		Title	Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				
Option															
to										~					
Purchase	\$ 1.5	02/25/2013		M			25,000	<u>(1)</u>	03/01/2013	Common Stock	25,000	\$0	0	D	
		02/23/2013		171			25,000		03/01/2013	Stock	23,000	ΨΟ	J	D	
Common															
Stock															

Reporting Owners

D	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
BAUER VICTOR J PHD 400 OYSTER POINT BLVD., SUITE 505 SO. SAN FRANCISCO, CA 94080	X							

Signatures

/s/ Victor J. Bauer Phd	02/27/2013
**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) Commencing on April 1, 2003, the option became exercisable in 24 equal monthly installments.

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.