## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB 3235-

Number: 0287
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response...

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 or Section 30(h) of the Investment Company Act of 1940

onses)										
1. Name and Address of Reporting Person * Cavalier Eurelio M			IARMA				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle) 400 OYSTER POINT BLVD., SUITE 505				nsac	ction		below)			
(Street) SO. SAN FRANCISCO, CA 94080				te Or	riginal		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(State) (Zip)		Table I -	Non-De	riva	tive Secu	rities Acqui	ired, Disposed of, or	Beneficially	Owned	
2. Transaction Date (Month/Day/Year)	Execu any	ition Date, if	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	ach cla	ass of securition	es benefic	Pe in	ersons w formatio	on containe o respond	ed in this form are r unless the form dis	not	SEC 1474 (9-02)	
	(First) (Middle DINT BLVD., SU (Street)  CISCO, CA 94080 (State) (Zip)  2. Transaction Date (Month/Day/Year)	(First) (Middle) DINT BLVD., SUITE  (Street)  CISCO, CA 94080  (State) (Zip)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  a separate line for each cla	Ss of Reporting Person 2. Issuer Not Symbol TITAN PH [AMEX-T]  (First) (Middle) 3. Date of Ea (Month/Day/O1/03/2006  (Street) 4. If Amendra Filed(Month/Day/O1/03/2006  (State) (Zip) Table I -  2. Transaction Date Execution Date Execution Date, if any (Month/Day/Year)	2. Issuer Name and Symbol TITAN PHARMA [AMEX-TTP]  (First) (Middle) DINT BLVD., SUITE (Month/Day/Year) 01/03/2006  (Street) 4. If Amendment, Dat Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Deemed Execution Date, if any (Month/Day/Year) 5. Code (Instr. 8) 6. Code 6. C	Ss of Reporting Person 2  M  2. Issuer Name and Tick Symbol TITAN PHARMACE [AMEX-TTP]  3. Date of Earliest Transact (Month/Day/Year) 01/03/2006  4. If Amendment, Date Of Filed(Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Code (Instr. 8)  Pin In re	Ses of Reporting Person 2  M  2. Issuer Name and Ticker or Trace Symbol TITAN PHARMACEUTICAL [AMEX-TTP]  3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction (Month/Day/Year) 01/03/2006  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction (Month/Day/Year) 01/03/2006  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction (Month/Day/Year) 01/03/2006  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction (Month/Day/Year) 01/03/2006  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction (Month/Day/Year) 01/03/2006  4. If Amendment, Date Original Filed(Month/Day/Year)  Code (Instr. 8)  4. Securion Code (Instr. 8)  Code V Amount  Persons v informatic required to	2. Issuer Name and Ticker or Trading Symbol TITAN PHARMACEUTICALS INC [AMEX-TTP]  3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Instr. 8)  2. Transaction Code (Instr. 8)  2. Transaction Date (Instr. 3, 4 and 5)  2. Transaction Date (Instr. 8)  2. Transaction Code (Instr. 3, 4 and 5)  2. Transaction Date (Instr. 8)  2. Transaction Date (Instr. 8)  2. Transaction Code (Instr. 3, 4 and 5)  2. Transaction Date (Instr. 8)  2. Transaction Date (Instr. 8)  2. Transaction Code (Instr. 8)  2. Transaction Date (Instr. 8)  2. Transaction Date (Instr. 8)  2. Transaction Code (Instr. 8)  2. Transaction Date (Instr. 8)  2. Transaction Code (Instr. 8)  3. Transaction Code (Instr. 8)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  4. Persons who respondinformation container equired to respondinformation container equired to responding the transaction (Instr. 8)	So of Reporting Person 2  2. Issuer Name and Ticker or Trading Symbol TITAN PHARMACEUTICALS INC [AMEX-TTP]  (First) (Middle) OINT BLVD., SUITE (Month/Day/Year) 01/03/2006  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. Securities Securities Beneficially Owned (Month/Day/Year)  3. Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  4. Securities Beneficially Owned (Month/Day/Year)  3. Acquired (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  5. Amount of Securities Beneficially Owned Following Reported Transaction(S)  (Instr. 3) and 4) Provided Month Parket May Month Parket May Mo	So of Reporting Person Symbol TITAN PHARMACEUTICALS INC [AMEX-TTP]  3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  2. Issuer Name and Ticker or Trading Symbol TITAN PHARMACEUTICALS INC [Amex-TTP]  3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006  4. If Amendment, Date Original Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially of Code (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 8)  3. Transaction Date (Instr. 8)  4. Securities Date (A) Date (A) Date (A) Date (Bielow)  (Bielow)  (Check all applicable Line  ——Other (below)  (Start)  A Capurities Securities Date (A) Date (Bielow)  (Instr. 3)  A Capurities Date (A) Date (Bielow)  (Instr. 3)  A A Securities Date (A) Date (Bielow)  (Instr. 3)  A A Sec	

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Security (Instr. 3)	Conversion		Execution Date, if	Code	tion	of	tive ies ed	Expiration I	rpiration Date of Section of Section (Section 2)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial
				Code		(Instr. and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Option to Purchase Common Stock	\$ 1.4	01/03/2006		A		5,000		<u>(1)</u>	01/03/2016	Common Stock	5,000	\$0	5,000	D	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Cavalier Eurelio M							
400 OYSTER POINT BLVD., SUITE 505	X						
SO. SAN FRANCISCO, CA 94080							

#### **Signatures**

/s/ Eurelio M. Cavalier	01/05/2006
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) Options to purchase 50% of the shares vest on the first anniversary of the date such options were granted and the remaining options to purchase 50% of the shares vest in twelve equal monthly installments beginning on February 3, 2007.

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.