

TITAN INTERNATIONAL INC
 Form 3
 March 14, 2007

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 *
 Luxor Capital Group, LP
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 03/08/2007

3. Issuer Name and Ticker or Trading Symbol
 TITAN INTERNATIONAL INC [TWI]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

767 FIFTH AVENUE, 19TH FLOOR

(Street)

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10153

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 452,501 | D (1) (6) (7) | ^ |
| Common Stock | 158,515 | D (2) (6) (7) | ^ |
| Common Stock | 660,789 | D (3) (6) (7) | ^ |
| Common Stock | 772,367 | D (4) (6) (7) | ^ |
| Common Stock | 184,182 | I | See (5) (6) (7) |

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)

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| 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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Luxor Capital Group, LP 767 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10153 | ^ | ^ X | ^ | ^ |
| LUXOR CAPITAL PARTNERS OFFSHORE LTD C/O M&C CORPORATE SVCS LTD PO BOX 309 GT UGLAND HOUSE GEORGE TOWN, E9 00000 | ^ | ^ X | ^ | ^ |
| Luxor Capital Partners, LP 767 FIFTH AVENUE, 19TH FLOOR NEW YORK, NY 10153 | ^ | ^ X | ^ | ^ |
| LCG SELECT OFFSHORE LTD PO BOX 309GT UGLAND HOUSE SOUTH CHURCH S GEORGE TOWN GRAND CAYAMAN CAYMAN ISLANDS, E9 00000 | ^ | ^ X | ^ | ^ |
| LCG SELECT LLC 767 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10153 | ^ | ^ X | ^ | ^ |

Signatures

Norris Nissim, as General Counsel of Luxor Management, LLC, General Partner of Luxor Capital Group, LP

03/14/2007

**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).

- (1) Reflects the securities of the issuer owned directly by Luxor Capital Partners, LP (the "Onshore Fund").
- (2) Reflects the securities of the issuer owned directly by LCG Select, LLC (the "Select Onshore Fund").
- (3) Reflects the securities of the issuer owned directly by Luxor Capital Partners Offshore, Ltd. (the "Offshore Fund").
- (4) Reflects the securities of the issuer owned directly by LCG Select Offshore, Ltd. (the "Select Offshore Fund").
- (5)

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Reflects the securities of the issuer held directly in accounts managed separately ("Separately Managed Accounts") by Luxor Capital Group, LP ("Luxor Capital Group").

- (6) Luxor Capital Group, Luxor Management and Mr. Leone may each be deemed to indirectly beneficially own the shares of common stock held by the Onshore Fund, the Select Onshore Fund, the Offshore Fund and the Select Offshore Fund and the Separately Managed Accounts. LCG Holdings may be deemed to indirectly beneficially own the shares of common stock held by the Onshore Fund and the Select Onshore Fund. For purposes of this Form 3, Luxor Capital Group, Luxor Management, LCG Holdings and Mr. Leone each disclaim ownership of the shares of common stock owned by the funds and Separately Managed Accounts except to the extent of their pecuniary interest therein.

- (7) Luxor Capital Group, Luxor Management and Mr. Leone may each be deemed to indirectly beneficially own the shares of common stock held by the Onshore Fund, the Select Onshore Fund, the Offshore Fund and the Select Offshore Fund and the Separately Managed Accounts. LCG Holdings may be deemed to indirectly beneficially own the shares of common stock held by the Onshore Fund and the Select Onshore Fund. For purposes of this Form 3, Luxor Capital Group, Luxor Management, LCG Holdings and Mr. Leone each disclaim ownership of the shares of common stock owned by the funds and Separately Managed Accounts except to the extent of their pecuniary interest therein.

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.