

ALLEN RICHARD C

Form 4

December 05, 2005

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**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ALLEN RICHARD C

2. Issuer Name **and** Ticker or Trading
Symbol
TITAN PHARMACEUTICALS INC
[AMEX - TTP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

50 DIVISION STREET, NO. 502

(Street)

SOMERVILLE, NJ 08876

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2005

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

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

Executive Vice President

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

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)
Common Stock	12/01/2005		S	V Amount (A) or (D) Price 300 D \$ 1.44	87,988	D	
Common Stock	12/01/2005		S	800 D \$ 1.46	87,188	D	
Common Stock	12/01/2005		S	500 D \$ 1.47	86,688	D	
Common Stock	12/01/2005		S	1,200 D \$ 1.48	85,488	D	
Common Stock	12/01/2005		S	800 D \$ 1.5	84,688	D	

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Common Stock	12/01/2005	S	1,900	D	\$ 1.51	82,788	D
Common Stock	12/01/2005	S	1,300	D	\$ 1.52	81,488	D
Common Stock	12/02/2005	S	2,000	D	\$ 1.41	79,488	D
Common Stock	12/02/2005	S	7,900	D	\$ 1.42	71,588	D
Common Stock	12/02/2005	S	3,600	D	\$ 1.43	67,988	D
Common Stock	12/02/2005	S	6,500	D	\$ 1.45	61,488	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ALLEN RICHARD C 50 DIVISION STREET, NO. 502 SOMERVILLE, NJ 08876	Executive Vice President

Signatures

/s/ Richard C.
Allen

12/05/2005

__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).

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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