

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-31**
SEC Accession No. **0000032258-99-000020**

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SUBJECT COMPANY

TITAN CORP

CIK: **32258** | IRS No.: **952588754** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-06035** | Film No.: **99709463**
SIC: **7373** Computer integrated systems design

Mailing Address
3033 SCIENCE PARK RD
3033 SCIENCE PARK RD
SAN DIEGO CA 92121-1199

Business Address
3033 SCIENCE PARK RD
SAN DIEGO CA 92121
8585529500

REPORTING OWNER

DEMARCO ERIC M

CIK: **1082440**
Type: **4**

Mailing Address
3033 SCIENCE PARK RD
SAN DIEGO CA 92121

Business Address
3033 SCIENCE PARK RD
SAN DIEGO CA 92121
6195529500

OMB APPROVAL

OMB Number
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hours per response 0.5

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[] Check box if no longer subject of Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

DeMarco Eric M.

(Last) (First) (Middle)

3033 Science Park Road

(Street)
San Diego CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

The Titan Corporation TTN

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

###-##-####

4. Statement for Month/Year

08/31/99

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

6. Relationship of Reporting Person to Issuer
(Check all applicable)

[] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below)
Vice President and Chief Financial Officer

7. 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
=====

<TABLE>
<CAPTION>

4. Securities Acquired (A) or

5. Amount of

6. Owner-
ship

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned at End of Month (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

</TABLE>

* If the Form is filed by more than one Reporting Person, see Instruction 4 (b) (v).

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

(Print or Type Responses)

(Over)

(Form 4-07/98)

FORM 4 (continued)

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

<TABLE>
<CAPTION>

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of In- direct Owner- ship (Instr. 4)
				(A)	(D)	Exer- cisable Date	Expira- tion Date					
<S> Employee Stock Option	<C> \$9.75	<C> 08/12/99	<C> A	<C> 70,000	<C> (1)	<C> 08/12/99	<C> Common Stock	<C> 70,000	<C> 230,000	<C> D	<C>	<C>

</TABLE>
Explanation of Responses:

(1) These stock options were granted on August 12, 1999, with an exercise price as of the close of business on August 11, 1999. The stock options are exercisable in increments of 25% beginning on the first anniversary of the grant date and each year thereafter until the option is 100% exercisable on 08/12/04.

/s/ Eric M. DeMarco 09/10/99

**Signature of Reporting Person Date

** 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 provided is insufficient, see Instruction 6 for procedure.

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