

# 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. **0000032258-99-000022**

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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.: **99709538**  
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

#### BAIRD MELLON C

CIK: **1057355**  
Type: **4**

Mailing Address  
3033 SCIENCE PARK ROAD  
SAN DIEGO CA 92009

Business Address  
3033 SCIENCE PARK ROAD  
SAN DIEGO CA 92009  
8585529500

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OMB APPROVAL  
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OMB Number  
Expires:  
Estimated average burden  
hours per response ..... 0.5  
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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\*

Baird Mellon C.  
-----  
(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)  
Senior Vice President

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.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) |     | Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |       | Securities<br>Beneficially<br>Owned at End<br>of Month<br>(Instr. 3<br>and 4) | Form:<br>Direct<br>(D) or<br>Indirect<br>(I)<br>(Instr.4) | 7.<br>Nature of<br>Indirect<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|-----|--|------------------|-------|---|---|--|
|                                       |   | Code                                    | V   | Amount                                 | (A)<br>or<br>(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.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8) | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D) |            | 6.<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                         | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) | 8.<br>Price<br>of Deriv-<br>ative<br>Secur-<br>ity<br>(Instr.<br>5) | 9.<br>Number<br>of Deriv-<br>ative<br>Secur-<br>ities<br>Bene-<br>ficially<br>Owned<br>at End<br>of Month<br>(Instr.<br>4) | 10.<br>Owner-<br>ship<br>Form<br>of<br>Deriv-<br>ative<br>Secur-<br>ity:<br>Direct<br>(D) or<br>Indirect<br>(I)<br>(Instr.<br>4) | 11.<br>Nature<br>of<br>In-<br>direct<br>Owner-<br>ship<br>(Instr.<br>4) |
|--|---|--|---|--|------------|--|-------------------------|---|---|--|--|---|
|  |   |  |   | (Instr. 3,<br>4 and 5)   | (A)<br>(D) | Date<br>Exer-<br>cisable                                     | Expira-<br>tion<br>Date |   |   |  |  |   |
| <S><br>Employee Stock<br>Option                        | <C><br>\$9.75   | <C><br>08/12/99  | <C><br>A  | <C><br>50,000  | <C><br>(1) | <C><br>08/12/99  | <C><br>Common<br>Stock  | <C><br>50,000   | <C><br>329,501  | <C><br>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/ Mellon C. Baird 09/10/99  
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\*\*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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