

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**
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REPORTING OWNER

FARRELL ROBERT EDWARD

CIK: **1182315**

Type: **4** | Act: **34** | File No.: **001-13341** | Film No.: **06513852**

Mailing Address

*C/O TITAN
PHARMACEUTICALS INC
400 OYSTER POINT BLVD
S SAN FRANCISCO CA 94080*

ISSUER

TITAN PHARMACEUTICALS INC

CIK: **910267** | IRS No.: **943171940** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
SIC: **2836** Biological products, (no disgnostic substances)

Mailing Address

*400 OYSTER POINT BLVD
SUITE 505
SAN FRANCISCO CA 94080*

Business Address

*400 OYSTER POINT BLVD
SUITE 505
SAN FRANCISCO CA 94080
4152444990*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person FARRELL ROBERT EDWARD			2. Issuer Name and Ticker or Trading Symbol TITAN PHARMACEUTICALS INC [AMEX-TTP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Exec. VP & CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006					
400 OYSTER POINT BLVD., SUITE 505			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) SO. SAN FRANCISCO, CA 94080								
(City)	(State)	(Zip)						

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)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option to Purchase Common Stock	\$1.4	01/03/2006		A		45,000		(1)	01/03/2016	Common Stock	45,000	\$ 0	45,000	D	
Option to Purchase Common Stock	\$1.4	01/03/2006		A		22,500		(2)	01/03/2016	Common Stock	22,500	\$ 0	22,500	D	

Explanation of Responses:

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.
2. 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.

Signatures

/s/ Robert E. Farrell

** Signature of Reporting Person

01/05/2006

Date

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

* 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.

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 Number.