

Rubin Marc  
 Form 3  
 March 15, 2010

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Rubin Marc                                |         | (Month/Day/Year)                     | TITAN PHARMACEUTICALS INC [TTNP:PK]                |  |
| (Last)                                    | (First) | (Middle)                             | 03/15/2010   |  |
| 400 OYSTER POINT BLVD., SUITE 505         |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)                             |  |
| SO. SAN FRANCISCO, CA 94080               |         |                                      | <input checked="" type="checkbox"/> Director       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer        | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)                 | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Executive Chairman                                 |  |

**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, \$0.001 par value per share | 375,000   | D  |   |

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)**

| 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                                 | Date Exercisable | Expiration Date |              | Amount or Number of Shares |  | or Indirect (I) (Instr. 5) |   |
|---------------------------------|------------------|-----------------|--------------|----------------------------|--|----------------------------|---|
| Option to Purchase Common Stock | 10/01/2007       | 10/01/2017      | Common Stock | 437,500 \$ 2.4             |  | D                          | Â |
| Option to Purchase Common Stock | 05/30/2008       | 05/30/2018      | Common Stock | 7,500 \$ 1.52              |  | D                          | Â |
| Option to Purchase Common Stock | 05/17/2009       | 05/17/2019      | Common Stock | 100,000 \$ 0.79            |  | D                          | Â |
| Option to Purchase Common Stock | Â <u>(1)</u>     | 05/17/2019      | Common Stock | 15,000 \$ 0.79             |  | D                          | Â |
| Option to Purchase Common Stock | Â <u>(2)</u>     | 05/17/2019      | Common Stock | 900,000 \$ 0.79            |  | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| Rubin Marc<br>400 OYSTER POINT BLVD.<br>SUITE 505<br>SO. SAN FRANCISCO, CA 94080 | Â X           | Â         | Â Executive Chairman | Â     |

## Signatures

/s/ Marc Rubin                      03/15/2010  
 \*\*Signature of                      Date  
 Reporting Person

## 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) These options vest in 12 equal monthly installments beginning on May 17, 2009.
- (2) 250,000 options were fully vested on the grant date with the balance of the options vesting in 48 equal monthly installments beginning on May 17, 2009.

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.