#### TITAN INTERNATIONAL INC Form SC 13D/A March 21, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 4)\*

Titan International, Inc.

(Name of Issuer)

Common Stock, no par value

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(Title of Class of Securities)

88830M102

\_\_\_\_\_

(CUSIP Number)

Marc Weingarten, Esq. Schulte Roth & Zabel LLP 919 Third Avenue New York, New York 10022 (212) 756-2000

\_\_\_\_\_

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 20, 2007

\_\_\_\_\_

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 4 Pages)

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The information required on the remainder of this cover page shall not be

<sup>\*</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO.	88830M10	2	SCHEDULE 13D/A	PAGE 2	OF 4 PAGES		
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
			JANA PARTNERS LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [ ] (b) [ ]						
3	SEC USE ONLY						
4	SOURCE OF FUNDS*						
	AF						
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]						
6	CITIZENSHIP OR PLACE OF ORGANIZATION						
	Delaware						
NUMBER OF SHARES BENEFICIALL OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER				
	_		4,498,800				
		8	SHARED VOTING POWER				
	.Y _		-0-				
		9	SOLE DISPOSITIVE POWER				
	I _		4,498,800				
		10	SHARED DISPOSITIVE POWER				
			-0-				
11	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH PERS	ON			
			4,498,800				
12	CHECK BOX I CERTAIN SHA		AGGREGATE AMOUNT IN ROW (11) EX	CLUDES.	[ ]		
13	PERCENT OF	 CLASS	REPRESENTED BY AMOUNT IN ROW (1	1)			

	16.9%						
14	TYPE OF REPORTING PERSON*						
	IA						
	* SEE INSTI	RUCTIONS BEFORE FILLING C	OUT!				
CUSIP NO.	 88830M102	SCHEDULE 13D	PAGE 3 OF 4 PAGES				
the shares "Issuer"), 16, 2005, Amendment amended as Amendment change in the culmin Current Re March 21,	("Shares") of common as amended by Amendment No. 2 to the No. 3 to the Schedule set forth below by the No. 4 is being filed the Reporting Person's ation of the Issuer's port on Form 8-K filed	ty company (the "Reporting stock, no par value, of ent No. 1 to the Schedule Schedule 13D filed on A 13D filed on September 2 this Amendment No. 4 to the company of the Reporting Person of the September as described with the Securities and executive office of the Is 62301.	Titan International (the e 13D filed on December april 3, 2006 and 22, 2006, is hereby a schedule 13D. This colely because of a ercentage resulting from cribed in the Issuer's Exchange Commission on				
Item 5.	Interest in Secur	ities of the Company.					
Parag as follows	•	the Schedule 13D is here	eby amended and restated				
by the Rep the total Issuer's a	orting Person is based number of Shares outst nnual report for the	ntage of Shares reported d upon 26,601,232 Shares tanding as of March 20, 2 fiscal year ended Decembe isclosed on the Issuer's	outstanding, which is 2007 as reported in the er 31, 2006 together with				
deemed to		s on March 20, 2007, the 8,800 Shares constituting					
CUSIP NO.	 88830M102	SCHEDULE 13D	PAGE 3 OF 4 PAGES				

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 21, 2007

JANA PARTNERS LLC

BY: /s/ Barry Rosenstein
----Name: Barry Rosenstein
Title: Managing Partner

BY: /s/ Gary Claar

Name: Gary Claar
Title: General Partner