TITAN INTERNATIONAL INC Form SC 13G January 18, 2008

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

SCHEDULE 13G (Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2 Under the Securities Exchange Act of 1934 (Amendment No.)*

Titan International, Inc.

(Name of Issuer)

Common Stock (Title of Class of Securities)

88830M102

(CUSIP Number)

January 8, 2008

Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

0	Rule 13d-1(b)
X	Rule 13d-1(c)
0	Rule 13d-1(d)

*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.

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

Page 1 of 17

CUSIP NO.	120	Daga 2 of 17 Dagas
88830M102	13G	Page 2 of 17 Pages

1.	NAME OF REPORTING S.S. OR I.R.S. IDENTIFI		BOVE PERSON	
	Citadel Investment Gro	up, L.L.C.		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLAC Delaware limited liabilit		TION	
	NUMBER OF	5.	SOLE VOTING POWER 0	
1	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER 1,560,251 shares	
	REPORTING PERSON WITH	7.	SOLE DISPOSITIVE POWER 0	
	8. SHARED DISPOSITIVE POWER See Row 6 above.			
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.			
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0			
11.	1. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	Approximately 5.7% ⁽¹⁾ as of the date of this filing			
12.	TYPE OF REPORTING PERSON OO; HC			

⁽¹⁾Based on 27,339,301 outstanding shares of the Common Stock of Issuer, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007, as filed with the Securities and Exchange Commission on October 29, 2007.

CUSIP NO.	120	Dags 2 of 17 Dags
88830M102	13G	Page 3 of 17 Pages

1.	NAME OF REPORTING S.S. OR I.R.S. IDENTIFI		BOVE PERSON	
	Citadel Investment Gro	up II, L.L.C.		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLAC Delaware limited liabilit		ΓΙΟΝ	
	NUMBER OF	5.	SOLE VOTING POWER 0	
1	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER 1,560,251 shares	
	REPORTING PERSON WITH	7.	SOLE DISPOSITIVE POWER 0	
	8. SHARED DISPOSITIVE POWER See Row 6 above.			
9.	9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.			
10.	. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0			
11.	11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	Approximately 5.7% ⁽²⁾ as of the date of this filing			
12.	TYPE OF REPORTING PERSON OO; HC			

(2) See footnote 1 above.

Page 3 of 17

CUSIP NO.	120	Dage 4 of 17 Dages
88830M102	13G	Page 4 of 17 Pages

1.	NAME OF REPORTING S.S. OR I.R.S. IDENTIFI		BOVE PERSON	
	Citadel Limited Partner	ship		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLAC Delaware limited partne		ΓΙΟΝ	
	NUMBER OF	5.	SOLE VOTING POWER 0	
]	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER 1,560,251 shares	
	REPORTING PERSON WITH	7.	SOLE DISPOSITIVE POWER 0	
	8. SHARED DISPOSITIVE POWER See Row 6 above.			
9.	AGGREGATE AMOUN' See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0			
11.	1. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	Approximately 5.7% ⁽³⁾ a	as of the date of this	s filing	
12.	TYPE OF REPORTING PERSON PN; HC			

(3) See footnote 1 above.

Page 4 of 17

CUSIP NO.	120	Daga 5 of 17 Dagas
88830M102	13G	Page 5 of 17 Pages

1.	NAME OF REPORTING S.S. OR I.R.S. IDENTIF		BOVE PERSON	
	Kenneth Griffin			
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLAC U.S. Citizen	CE OF ORGANIZAT	ΓΙΟΝ	
	NUMBER OF	5.	SOLE VOTING POWER	
1	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER 1,560,251 shares	
	REPORTING PERSON WITH	7.	SOLE DISPOSITIVE POWER 0	
	8. SHARED DISPOSITIVE POWER See Row 6 above.			
9.	AGGREGATE AMOUN See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0			
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	Approximately 5.7% ⁽⁴⁾	as of the date of this	s filing	
12.	TYPE OF REPORTING PERSON IN; HC			

(4) See footnote 1 above.

Page 5 of 17

CUSIP NO.	120	Dans 6 of 17 Dans
88830M102	13G	Page 6 of 17 Pages

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	Citadel Holdings I LP			
2.	CHECK THE APPROPR (a) x (b) o	IATE BOX IF A M	EMBER OF A GROUP	
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLAC Delaware limited partne		ΓΙΟΝ	
	NUMBER OF	5.	SOLE VOTING POWER 0	
]	SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER	
	EACH		1,560,251 shares	
	REPORTING PERSON WITH	7.	SOLE DISPOSITIVE POWER 0	
	8. SHARED DISPOSITIVE POWER See Row 6 above.			
9.	AGGREGATE AMOUN' See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON	
10.). CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0			
11.	11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	Approximately $5.7\%^{(5)}$ as of the date of this filing			
12.	. TYPE OF REPORTING PERSON PN; HC			

(5) See footnote 1 above.

CUSIP NO. 88830M102	13G	Page 7 of 17 Pages
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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Citadel Holdings II LP				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE Delaware limited partner		ΓΙΟΝ		
	5. SOLE VOTING POWER 0				
]	SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER		
	EACH REPORTING		1,560,251 shares		
	PERSON WITH	7.	SOLE DISPOSITIVE POWER 0		
		8.	SHARED DISPOSITIVE POWER See Row 6 above.		
9.	AGGREGATE AMOUN See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	Approximately 5.7% ⁽⁶⁾	as of the date of this	s filing		
12.					

(6) See footnote 1 above.

CUSIP NO.	120	Dogg 0 of 17 Dogg
88830M102	13G	Page 8 of 17 Pages

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Citadel Advisors LLC				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLAC Delaware limited liabili		TION		
	5. SOLE VOTING POWER 0				
	SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER		
	EACH REPORTING		1,560,251 shares		
	PERSON WITH	7.	SOLE DISPOSITIVE POWER		
		8.	SHARED DISPOSITIVE POWER See Row 6 above.		
9.	AGGREGATE AMOUN See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	Approximately 5.7% ⁽⁷⁾	as of the date of thi	s filing		
12.	12. TYPE OF REPORTING PERSON OO; HC				

(7) See footnote 1 above.

CUSIP NO. 88830M102	13G	Page 9 of 17 Pages	
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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Citadel Equity Fund Lt	d.			
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLAC Cayman Islands compa		ΓΙΟΝ		
	5. SOLE VOTING POWER NUMBER OF 0				
]	SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER		
	EACH REPORTING		1,560,251 shares		
	PERSON WITH	7.	SOLE DISPOSITIVE POWER 0		
		8.	SHARED DISPOSITIVE POWER See Row 6 above.		
9.	AGGREGATE AMOUN See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	Approximately 5.7% ⁽⁸⁾	as of the date of thi	s filing		
12.	TYPE OF REPORTING PERSON CO				

(8) See footnote 1 above.

Page 9 of 17

CUSIP NO. 88830M102	13G	Page 10 of 17 Pages
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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Citadel Derivatives Group LLC				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLAC Delaware limited liabili		ΓΙΟΝ		
	5. SOLE VOTING POWER NUMBER OF 0				
	SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER		
	EACH REPORTING		1,560,251 shares		
	PERSON WITH	7.	SOLE DISPOSITIVE POWER 0		
	8. SHARED DISPOSITIVE POWER See Row 6 above.				
9.	AGGREGATE AMOUN See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	Approximately 5.7% ⁽⁹⁾	as of the date of thi	s filing		
12.	12. TYPE OF REPORTING PERSON OO; BD				

(9) See footnote 1 above.

Page 10 of 17

CUSIP NO.	120	D 11 . £ 17 D
88830M102	13G	Page 11 of 17 Pages

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
2.	Citadel Derivatives Trading Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLAC Cayman Islands compa		ΓΙΟΝ		
	5. SOLE VOTING POWER NUMBER OF				
]	SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER		
	EACH REPORTING		1,560,251 shares		
	PERSON WITH	7.	SOLE DISPOSITIVE POWER 0		
		8.	SHARED DISPOSITIVE POWER See Row 6 above.		
9.	AGGREGATE AMOUN See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	Approximately 5.7% ⁽¹⁰⁾	as of the date of th	is filing		
12.					

(10) See footnote 1 above.

Page 11 of 17

CUSIP NO. 88830M102	13G	Page 12 of 17 Pages
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Item 1(a)

Name of Issuer: Titan International, Inc.

1(b)

Address of Issuer's Principal Executive Offices:

2701 Spruce Street Quincy, Illinois 62301

Item 2(a)

Item 2(b)

Item 2(c)

Name of Person Filing⁽¹¹⁾ Address of Principal Business Office Citizenship

Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603

Delaware limited liability company

Citadel Investment Group II, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

Citadel Limited Partnership 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited partnership

Kenneth Griffin 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 U.S. Citizen

Citadel Holdings I LP c/o Citadel Investment Group II, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited partnership

(11) Citadel Holdings Ltd., a Cayman Islands company ("CH"), is majority owned by Citadel Kensington Global Strategies Fund Ltd., a Bermuda company ("CKGSF"). Citadel Equity Fund Ltd. ("CEF") is a subsidiary of CH. CKGSF and CH do not have control over the voting or disposition of securities held by CEF. Citadel Derivatives Group LLC ("CDG") is majority owned by Citadel Derivatives Group Investors, LLC, a Delaware limited liability company ("CDGI"). CDGI does not have control over the voting or disposition of securities held by CDG. Citadel Derivatives Trading Ltd. ("CDT") is majority owned by CLP Holdings LLC, a Delaware limited liability company ("CLPH"). CLPH

does not have control over the voting or disposition of securities held by CDT.

Page 12 of 17

CUSIP NO.	1	13G	Page 13 of 17 Pa	ages
88830M102	1			
		Citadel Holdi	ings II LP	
			vestment Group	II, L.L.C.
		131 S. Dearb	orn Street	
		32nd Floor		
		Chicago, Illinois 60603		
		Delaware lim	nited partnership	
		Citadel Advis	sors LLC	
		c/o Citadel In	vestment Group	II, L.L.C.
		131 S. Dearb	orn Street	
		32nd Floor		
		Chicago, Illir		
		Delaware lim	nited liability cor	npany
		Citadel Equit	y Fund Ltd.	
		c/o Citadel In	vestment Group	, L.L.C.
		131 S. Dearb	orn Street	
		32nd Floor		
		Chicago, Illir		
		Cayman Islar	nds company	
		Citadel Derivatives Group LLC		LC .
		c/o Citadel In	vestment Group	II, L.L.C.
		131 S. Dearb	orn Street	
		32nd Floor		
		Chicago, Illir		
		Delaware lim	nited liability cor	npany
		Citadel Deriv	atives Trading I	Ltd.
			vestment Group	II, L.L.C.
		131 S. Dearb	orn Street	
		32nd Floor		
		Chicago, Illir		
		Cayman Islar	nds company	
	2(d)		Title of Class of	of Securities:
		Common Stock,	no par value.	
	2(e)	CUS	SIP Number:	88830M102
L 21641				
nem 3 if this statement	i is filed pursuant	to Kules 13d-1(b), of	r 13a-2(b) or (c)	, check whether the person filing
(a)	[_] F	Broker or dealer regi	stered under Sec	tion 15 of the Exchange Act;
(b)	[]	Rank as defin	and in Section 3(a)(6) of the Exchange Act;

(c) [_] Insurance company as defined in Section 3(a)(19) of the Exchange Act;

Page 13 of 17

	IP NO. 0M102	13G	Page 14 of 17 Pages		
(d)	[_]	Investment company regis	tered under Section 8 of the Investi	ment Company Act;	
	(e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);				
(f)	[_] Aı	n employee benefit plan or endo	owment fund in accordance with R	ule 13d-1(b)(1)(ii)(F);	
(g)	[] A	a parent holding company or co	ontrol person in accordance with Ru	ale 13d-1(b)(1)(ii)(G);	
(h)	[_]	A savings association as define	ed in Section 3(b) of the Federal De	eposit Insurance Act;	
	church plan t estment Com		uition of an investment company u	ander Section 3(c)(14) of the	
	(j)	[] Gr	oup, in accordance with Rule 13d-	1(b)(1)(ii)(J).	
If this state	ement is filed	pursuant to Rule 13d-1(c), che	ck this box. x		
Item 4			Ownership:		
KENNET CITADEI CITADEI CITADEI CITADEI CITADEI	CITADEL INVESTMENT GROUP II, L.L.C. CITADEL LIMITED PARTNERSHIP KENNETH GRIFFIN CITADEL HOLDINGS I LP CITADEL HOLDINGS II LP CITADEL ADVISORS LLC CITADEL EQUITY FUND LTD. CITADEL DERIVATIVES GROUP LLC CITADEL DERIVATIVES TRADING LTD.				
		(a)	Amount beneficially owned:		
1,560,251	shares				
		(b)	Percent of Class:		
Approxima	ntely 5.7% ⁽¹²⁾	as of the date of this filing			
	(c) Numbe	er of shares as to which such person	n has:	
		(i) so	ele power to vote or to direct the vo	te:	
			0		
(12)		See	footnote 1 above.		
Page 14 of	17				

CUSIP NO. 88830M102	13G	Page 15 of 17 Pages	
(ii)		shared power to vote or to direct the vot	te:

See Item 4(a) above.

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

See Item 4(a) above.

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

It e mIdentification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

See Item 2 above.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

* John C. Nagel is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 24, 2006, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G for Morgans Hotel Group Co.

Page 15 of 17

	CUSIP NO. 88830M102	13G	Page 16 of 17 Pages
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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 18th day of January, 2008

KENNETH	GRIFFIN

By: /s/ John C. Nagel
John C. Nagel, attorney-in-fact*

CITADEL LIMITED PARTNERSHIP

By: Citadel Investment Group, L.L.C., its General Partner

By: <u>/s/ John C. Nagel</u>
John C. Nagel, Authorized Signatory

CITADEL DERIVATIVES GROUP LLC

By: Citadel Holdings I LP, its Manager

By: Citadel Investment Group II, L.L.C., its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized Signatory

CITADEL INVESTMENT GROUP II, L.L.C.

By: <u>/s/ John C. Nagel</u> John C. Nagel, Authorized Signatory

CITADEL HOLDINGS I LP

By: Citadel Investment Group II, L.L.C., its General Partner

By: /s/ John C. Nagel

John C. Nagel, Authorized Signatory

CITADEL EQUITY FUND LTD.

By: Citadel Limited Partnership, its Portfolio Manager

By: Citadel Investment Group, L.L.C., its General Partner

By: <u>/s/ John C. Nagel</u> John C. Nagel, Authorized Signatory

CITADEL INVESTMENT GROUP, L.L.C.

By: <u>/s/ John C. Nagel</u>
John C. Nagel, Authorized Signatory

CITADEL DERIVATIVES TRADING LTD.

By: Citadel Advisors LLC, its Portfolio Manager

By: Citadel Holdings II LP, its Sole Managing Member

By: Citadel Investment Group II, L.L.C., its General Partner

By: <u>/s/ John C. Nagel</u>
John C. Nagel, Authorized Signatory

Page 16 of 17

CUSIP NO.	13G	Page 17 of 17 Pages
88830M102		1.61 - 1.11 - 1.613

CITADEL HOLDINGS II LP By: Citadel Investment Group II, L.L.C., its General Partner By: /s/ John C. Nagel John C. Nagel, Authorized Signatory CITADEL ADVISORS LLC By: Citadel Holdings II LP, its Sole Managing Member By: Citadel Investment Group II, L.L.C., its General Partner By: /s/ John C. Nagel John C. Nagel John C. Nagel, Authorized Signatory

Page 17 of 17