

TITAN PHARMACEUTICALS INC

Form SC 13G/A

February 14, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Titan Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

888314101

(CUSIP Number of Class of Securities)

Jim Black
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, CA 94105
(415) 773-5840

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

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Continued on following pages)

(Page 1 of 10 Pages)

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*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).

A-1

**SCHEDULE 13G/A
(Amendment No. 3)**

CUSIP No. 888314101

1 Name of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Kevin Douglas

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
United States

NUMBER OF	5	Sole Voting Power	-0-
SHARES			
BENEFICIALLY OWNED BY EACH	6	Shared Voting Power	837,050(1)
REPORTING PERSON WITH	7	Sole Dispositive Power	-0-
	8	Shared Dispositive Power	1,674,100 (1)(2)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
1,674,100

12 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

10 Percent of Class Represented by Amount in Row (9)
5.2% (3)

14 Type of Reporting Person
IN

- (1) Kevin Douglas and his wife, Michelle Douglas, hold 837,050 shares directly and jointly.
- (2) Kevin Douglas has dispositive power with respect to 837,050 shares held by the Douglas Family Trust.
- (3)

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Based on 32,302,602 shares of the Issuer's Common Stock outstanding as of November 1, 2004, as reported in its quarterly report on Form 10-Q for the quarter ended September 30, 2004.

**SCHEDULE 13G/A
(Amendment No. 3)**

CUSIP No. 888314101

1 Name of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Douglas Family Trust

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
California

NUMBER OF	5	Sole Voting Power	837,050
SHARES			
BENEFICIALLY OWNED BY EACH	6	Shared Voting Power	-0-
REPORTING PERSON WITH	7	Sole Dispositive Power	-0-
	8	Shared Dispositive Power	837,050 (1)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
837,050

12 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

10 Percent of Class Represented by Amount in Row (9)
2.6% (2)

14 Type of Reporting Person
OO

(1) Kevin Douglas has dispositive power with respect to 837,050 shares held by the Douglas Family Trust.

(2) Based on 32,302,602 shares of the Issuer's Common Stock outstanding as of November 1, 2004, as reported in its quarterly report on Form 10-Q for the quarter ended September 30, 2004.

Item 1.

- (a) Name of Issuer:
Titan Pharmaceuticals, Inc.
- (b) Address of Issuer's Principal Executive Offices:
400 Oyster Point Boulevard, Suite 505
San Francisco, CA 94080

Item 2.

- (1)(a) NAME OF PERSONS FILING:
Kevin Douglas
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
1101 Fifth Avenue, Suite 360
San Rafael, California 94901
- (c) CITIZENSHIP:
United States
- (d) TITLE OF CLASS OF SECURITIES:
Common Stock
- (e) CUSIP NUMBER:
888314101
- (2)(a) NAME OF PERSONS FILING:
Douglas Family Trust
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
1101 Fifth Avenue, Suite 360
San Rafael, California 94901
- (c) CITIZENSHIP:
California
- (d) TITLE OF CLASS OF SECURITIES:
Common Stock
- (e) CUSIP NUMBER:
888314101

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) .. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) .. Group, in accordance with §240.13d-1(b)(1)(ii)(J)

Not Applicable.

Item 4. Ownership

Reference is made to Rows 5-9 and 11 of each of the cover pages of this Schedule 13G/A and associated footnotes, which Rows and footnotes are incorporated by reference herein.

As of the date of the event which required the filing of this Schedule 13G/A, the Reporting Persons held directly the following number of shares of the Issuer's Common Stock:

REPORTING PERSON	COMMON STOCK DIRECTLY HELD
Kevin Douglas (1)	837,050
Douglas Family Trust (2)	837,050
Total	1,674,100

(1) Kevin Douglas and his wife, Michelle Douglas, hold these shares both directly and jointly.

(2) Kevin Douglas has been granted dispositive power over the shares held by this reporting person.

Each of the reporting persons hereunder may be deemed a member of a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act), or Rule 13d-5 promulgated under the Exchange Act with one or more of the other reporting persons hereunder. Although the reporting persons are reporting such securities as if they were members of a group, the filing of this Schedule 13G/A shall not be construed as an admission by any reporting person that such reporting person is a beneficial owner of any securities other than those directly or indirectly held by such reporting pPerson.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Item 4 of this Schedule 13G/A and the Joint Filing Agreement attached hereto as Exhibit A.

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.

SIGNATURE

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.

Date: February 14, 2005

/s/ Tim McGaw, as Attorney-in-Fact*

Kevin Douglas

DOUGLAS FAMILY TRUST

Date: February 14, 2005

By:/s/ Tim McGaw, as Attorney-in-Fact*

Name: James E. Douglas, Jr.

Title: Trustee

Date: February 14, 2005

By:/s/ Tim McGaw, as Attorney-in-Fact*

Name: Jean A. Douglas

Title: Trustee

* Pursuant to Limited Power of Attorney filed as Exhibit 24 to the Schedule 13G/A (Amendment No. 2) filed February 13, 2004.

EXHIBIT A

JOINT FILING AGREEMENT

This Joint Filing Agreement (this Agreement) hereby confirms the agreement by and among all of the undersigned that the Schedule 13G/A to which this Agreement is attached as Exhibit A with respect to the beneficial ownership of the undersigned of shares of the Common Stock of Titan Pharmaceuticals, Inc., is being filed on behalf of each of the undersigned. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: February 14, 2005

/s/ Tim McGaw, as Attorney-in-Fact*

Kevin Douglas

DOUGLAS FAMILY TRUST

Date: February 14, 2005

By:/s/ Tim McGaw, as Attorney-in-Fact*

Name: James E. Douglas, Jr.

Title: Trustee

Date: February 14, 2005

By:/s/ Tim McGaw, as Attorney-in-Fact*

Name: Jean A. Douglas

Title: Trustee

* Pursuant to Limited Power of Attorney filed as Exhibit 24 to the Schedule 13G/A (Amendment No. 2) filed February 13, 2004.