

Knutson Bryan J
 Form 4/A
 April 17, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 Knutson Bryan J

(Last) (First) (Middle)

C/O TITAN MACHINERY
 INC., 644 EAST BEATON DRIVE

(Street)

WEST FARGO, ND 58078

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Titan Machinery Inc. [TITN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/03/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D) Code V	Amount or Price		
Common Stock	04/01/2018		F(1)	965 (2) D	\$ 23.56	9,138 (2) D	
Common Stock	04/03/2018		S	2,108 D	\$ 23.89	7,030 D	
Common Stock	04/03/2018		S	266 D	\$ 24.07	6,764 D	

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

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number.

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knutson Bryan J C/O TITAN MACHINERY INC. 644 EAST BEATON DRIVE WEST FARGO, ND 58078			Chief Operating Officer	

Signatures

/s/ Steven Noack as Attorney-in Fact for Bryan J. Knutson pursuant to Power of Attorney previously filed

04/17/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Represents shares withheld by Titan Machinery Inc. for the payment of withholding taxes due upon the vesting of shares of Restricted Stock on April 1, 2018.

(2) Due to a clerical error, the reporting person is filing this amendment to the Form 4 originally filed on April 3, 2018 to correct the number of shares withheld by Titan Machinery for the payment of withholding taxes due upon the vesting of shares of Restricted Stock on April 1, 2018. Titan Machinery withheld 965 shares for the payment of withholding taxes due upon the vesting of shares of Restricted Stock on April 1, 2018, instead of the 775 shares that were originally reported as withheld.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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