FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person* HAMILTON CHRISTINE E | | | | | 2. Issuer Name and Ticker or Trading Symbol Titan Machinery Inc. [TITN] | | | | | | | | | (Ch | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|--|---|--|---|---|--|--|----------|---|-----|---|------------|-----------------------------|------------------------|---|---|---------------------------------------|--|--|--|
| (Last) | (Fi | , | | 3. Date of Earliest Transaction (Month/Day/Year) 06/05/2023 | | | | | | | | | X Direct Office below | r (give title | e title Other below | | | | | |
| C/O TITAN MACHINERY INC. 644 EAST BEATON DRIVE | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Line | Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| (Street) WEST FARGO ND 58078 | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | | | | | | | | |
| (City) (State) (Zip) | | | | | Rule | 10b5- | -1(c) Tr | ansactio | on Indicat | ion | | | | | | | | | | |
| | | | | | _ Che | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | | |
| Date | | | | | Date I (Month/Day/Year) i | | 2A Deemed Execution Date, if any (Month/Day/Year) | | | | ties Acquired (A) of d Of (D) (Instr. 3, 4 | | | Benefic Owned | es ially Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Code | v | Amount | | (A) or (D) | Price | Reporte Transac (Instr. 3 | tion(s) | | | (Instr. 4) | |
| Common Stock 06/05/ | | | | | | /2023 | | | A | | 2,989 | • | A | \$0 | 2: | 3,427 | D | | | |
| 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) | rivative Conversion Date Execution or Exercise (Month/Day/Year) if any | | | n Date, ay/Year) | Date, Transaction Code (Instr | | 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) Date Expiratio Exercisable Date | | | or Numi | | ecurity 4) nount | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficiall Owned Following Reported Transaction (Instr. 4) | Owners Form: Direct or Indi (I) (Inst | (D) rect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |

Explanation of Responses:

Remarks:

/s/ Steven Noack, as Attorneyin-Fact for Christine Hamilton pursuant to Power of Attorney filed herewith

06/06/2023

** Signature of Reporting Person Date

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

- * 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).

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

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 Number.