

GORDON ELLEN R  
Form 4  
March 06, 2013

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GORDON ELLEN R

2. Issuer Name **and** Ticker or Trading  
Symbol  
TOOTSIE ROLL INDUSTRIES INC  
[TR]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/04/2013

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President

C/O TOOTSIE ROLL  
INDUSTRIES, INC., ATTN:  
BARRY BOWEN 7401 S. CICERO  
AVE.

(Street)

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

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

CHICAGO, IL 60629

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)		
Common stock				(A) or (D)	Price				
						9,413,887	D		
Common stock	03/04/2013		J	199,212	D	<u>(1)</u>	5,305,669	I	By Trust for Children
Common stock	03/04/2013		J	199,212	A	<u>(1)</u>	1,143,888	I	By Charitable Foundation
Common						1,530,924	I	By Spouse	

Edgar Filing: GORDON ELLEN R - Form 4

stock

Common stock	44,631	I	By Pension Plan
Common stock	73,422	I	By TRI Stock Trust

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

**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 control number.**

SEC 1474  
(9-02)

**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)	Amount or Number of Shares
				Code	V	(A)	(D)	
Class B Common stock	\$ 27.56 (2)	03/04/2013		P		131,285	(2)	(2)
Class B Common stock	\$ 27.56 (2)	03/04/2013		P		89,000	(2)	(2)
Class B Common Stock	(1)	03/04/2013		J		199,212	(2)	(2)
Class B Common stock	\$ 27.56 (2)	03/04/2013		S		220,285	(2)	(2)
Class B Common Stock	(1)	03/04/2013		J		199,212	(2)	(2)
Class B Common stock	(2)						(2)	(2)
Class B Common stock	(2)						(2)	(2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON ELLEN R C/O TOOTSIE ROLL INDUSTRIES, INC. ATTN: BARRY BOWEN 7401 S. CICERO AVE. CHICAGO, IL 60629	X	X	President	

## Signatures

Ellen R Gordon 03/06/2013

\_\_\_\_\_  
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) Simultaneous exchange of Common stock for Class B Common stock
- (2) Class B Common stock is freely convertible into Common stock on a share-for-share basis

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.