

TOOTSIE ROLL INDUSTRIES INC
 Form 4
 December 16, 2014

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 *
 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)
 12/12/2014

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)
			Code	V Amount (D) Price			
Common stock					9,987,192	D	
Common stock					5,628,781	I	By Trust for Children
Common stock					1,213,550	I	By Charitable Foundation
Common	12/12/2014		J	5,290 A \$	1,629,446	I	By Spouse

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stock			<u>(2)</u>		29.23			
Common stock	12/12/2014		J	5,290 <u>(2)</u>	D \$ 29.23	42,058	I	By Pension Plan
Common stock						77,892	I	By TRI Stock Trust

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

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(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)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Class B Common stock	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Common stock	<u>(1)</u>
Class B Common stock	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Common stock	<u>(1)</u>
Class B Common stock	<u>(1)</u>	12/12/2014		J	5,290 <u>(2)</u>	<u>(1)</u> <u>(1)</u>	Common stock	<u>(1)</u>
Class B Common stock	<u>(1)</u>	12/12/2014		J	5,290 <u>(2)</u>	<u>(1)</u> <u>(1)</u>	Common stock	<u>(1)</u>

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.	X	X	President	

CHICAGO, IL 60629

Signatures

Ellen R Gordon

12/16/2014

__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) Class B Common stock is freely convertible into Common stock on a share-for-share basis
 - (2) Distribution from pension plan

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.