TOOTSIE ROLL INDUSTRIES INC

Form 4

April 18, 2005

FORM 4

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

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

(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) C/O TOOTSIE ROLL INDUSTRIES, INC., ATTN: BARRY BOWEN 7401 S. CICERO AVE.	3. Date of Earliest Transaction (Month/Day/Year) 04/14/2005	__X__ Director __X__ 10% Owner __X__ Officer (give title _____ Other (specify below) below) President
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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	(A) or (D)	Price			
Common stock	04/14/2005		J		1,500	D	(1)	7,722,658	D	
Common stock								4,475,984	I	By Trust for Children
Common stock								749,807	I	By Charitable Foundation
Common								1,244,784	I	By Spouse

stock

| Common stock | | | | | | 37,811 | | I | | By Pension Plan |
| Common stock | | | | | | 59,701 | | 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)		8. Pri Deriva Secur (Instr.
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
				Code	V	(A)	(D)					
Class B Common stock	(2)	04/14/2005		J		1,500		(2)	(2)	Common stock	(2)	(2
Class B Common stock	(2)							(2)	(2)	Common stock	(2)	
Class B Common stock	(2)							(2)	(2)	Common stock	(2)	
Class B Common stock	(2)							(2)	(2)	Common stock	(2)	
Class B Common stock	(2)							(2)	(2)	Common stock	(2)	

Reporting Owners

Reporting Owner Name / Address	Relationships

Reporting Owners   2

	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   04/14/2005

     **Signature of   Date
     Reporting Person

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.