

TOOTSIE ROLL INDUSTRIES INC

Form 4

December 16, 2014

**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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GORDON MELVIN J

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60629

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

TOOTSIE ROLL INDUSTRIES INC  
[TR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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. 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						9,987,192	I By Spouse
Common stock						5,628,781	I By Trust for Children
Common stock						1,213,550	I By Charitable Foundation
Common stock	12/12/2014		J		5,290 (2)	A \$ 29.23	1,629,446 D

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

## Reporting Owners

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

## Signatures

Melvin J  
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.

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