

GORDON MELVIN J
 Form 4
 March 06, 2013

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 MELVIN J

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)
 Chairman

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					9,413,887	I	By Spouse
Common stock	03/04/2013		J		199,212	D	Ⓛ 5,305,669
Common stock	03/04/2013		J		199,212	A	Ⓛ 1,143,888
Common stock					1,530,924	D	

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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.

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

03/04/2013

**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.
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