

TOOTSIE ROLL INDUSTRIES INC
 Form 4
 April 18, 2005

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

3. Date of Earliest Transaction (Month/Day/Year)
 04/14/2005

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

(Street)
 CHICAGO, IL 60629

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

(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 Ownership (Instr. 4)
Common stock	04/14/2005		J	1,500 D	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

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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.

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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. Price of Underlying Securities (Instr. 3 and 4)	
						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)
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

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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.
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