

GORDON MELVIN J

Form 4

June 29, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 J2. 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)  
06/28/2006☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
ChairmanC/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)
Common stock	06/28/2006		J	50,000 D	7,902,837	I	By Spouse
Common stock					4,610,261	I	By Trust for Children
Common stock					772,301	I	By Charitable Foundation
Common stock					1,282,127	D	

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Common stock	38,945	I	By Pension Plan
Common stock	61,492	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. Pr Deri Secu (Inst	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common stock	(2)	06/28/2006		J		50,000		(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

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

06/29/2006

Gordon

\_\_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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