

GORDON ELLEN R
Form 4
March 06, 2013

FORM 4

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

OMB APPROVAL

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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)

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2013

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

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	D	
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					1,530,924	I	

stock				
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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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)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable		
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)
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 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 03/06/2013

__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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perating income. Net cash used by investing activities was \$968,813 for the nine months ended September 30, 2008 as compared to cash used by investing activities of \$7,270 for the nine months ended September 30, 2007. The increase is due to an increase in restricted cash in 2008 related to a performance bond issued to the Ministry of Energy and Water in Afghanistan. Net cash used by financing activities was \$3,214 for the nine months ended September 30, 2008 as compared to net cash provided by financing activities of \$37,492 for the nine months ended September 30, 2007. The decrease is due to proceeds from the exercise of employee stock options being down in 2008 as compared to 2007. We have a revolving credit facility of \$3,000,000 with BB&T Bank. We are permitted to borrow based on accounts receivable and inventory according to pre-established criteria. The credit facility expires on August 5, 2009 and is secured by substantially all or our assets. Borrowings bear interest at the bank's prime rate. During the first nine months ended of 2008, there were no borrowings on the line of credit. We frequently bid on and enter into international contracts that require bid and performance bonds. At September 30, 2008 and December 31, 2007, a commercial bank had issued standby letters of credit in the amounts of \$1,053,580 and \$1,652,818, respectively that served as either bid or performance bonds. The amount available to borrow under the line of credit was reduced by these amounts. 14 Management believes that our existing cash resources, cash flow from operations and short-term borrowings on the existing credit line will provide adequate resources for supporting operations during fiscal 2008. ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK Not applicable ITEM 4T. CONTROLS AND PROCEDURES (a) EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES Our management (with the participation of our Chief Executive Officer and Chief Financial Officer) evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of September 30, 2008, the end of the fiscal period covered by this report on Form 10-Q. We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act of 1934 reports are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act are recorded, processed, summarized and reported within the time

periods specified in Securities and Exchange Commission ("SEC") rules and forms. (b) CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING There have been no changes in our internal control over financial reporting that occurred during the nine months ended September 30, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS Various legal claims can arise from time to time in the normal course of business, which claims, in the opinion of management, will have no material effect on our financial statements.

ITEM 5. OTHER INFORMATION On July 31, 2008, the Board of Directors, based on the recommendation of the compensation committee, approved independent director's compensation as follows: 1. Annual Retainer: \$10,000 2. Annual Stock Option: 5,000 shares of non-qualified stock that vest over one year from date of election with stock option being dated as of date of election. Option exercise price is closing sales price of a share of stock reported on the NASDAQ in accordance with Sutron Amended and Restated 2002 Stock Plan as filed with SEC 3. Board Meeting Attendance: \$1,500 in person and \$1,000 by telephone participation 4. Committee Meeting Attendance: \$1,500 in person and \$1,000 by telephone participation 5. Audit Committee Chair Retainer: \$5,000 per year 6. Other Committee Chair Retainer: \$3,000 per year 7. Out of pocket expenses: Reimbursed at actual cost relative to performance as members of the Board of Directors Independent Directors receiving stock options as of their election date of May 14, 2008 are Mr. Andrew Lipman, Mr. Leland Phipps and Mr. Robert Roberts, Jr.

ITEM 6. EXHIBITS 31.1 Certification of the President and Chief Executive Officer pursuant to Rule 13a-14(a). 31.2 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a). 32 Certification of the President and Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss.906 of the Sarbanes-Oxley Act of 2002. SIGNATURES Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. Sutron Corporation ----- (Registrant) November 14, 2008 /s/ Raul S. McQuivey ----- Date Raul S. McQuivey President and Chief Executive Officer (Principal Executive Officer) November 14, 2008 /s/ Sidney C. Hooper ----- Date Sidney C. Hooper Chief Financial Officer and Treasurer (Principal Accounting Officer) 16