GORMAN JEFFREY S

Form 4

December 14, 2005

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

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **GORMAN JEFFREY S**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

GORMAN RUPP CO [GRC]

(Check all applicable)

THE GORMAN-RUPP

COMPANY, 305 BOWMAN **STREET**

3. Date of Earliest Transaction

(Month/Day/Year) 08/10/2005

_X__ Director 10% Owner X_ Officer (give title _ Other (specify below)

President & CEO

(Street)

(First)

(Middle)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MANSFIELD, OH 44903

| (City) | (State) (Zip | Table I | - Non-l | Deri | vative Sec | curitie | es 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. | | 4. Securities Acquired (A) coror Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | V | Amount | or (D) | Price | (Instr. 3 and 4) | (111501.4) | |
| Common Stock | 12/13/2005 | | G | V | 1,800 | D | \$ 23.46 | 349,305 | D | |
| Common Stock (401-K Plan) | 09/30/2005 | | J | V | 184 | A | \$ 24.05 | 19,508 | I | By 401-K Trust |
| Common Stock (Company Stock Plan) | 08/10/2005 | | L | V | 29 | A | \$ 20.7 | 1,338 | D | |
| Common | 09/09/2005 | | L | V | 29 | A | \$ | 1,367 | D | |

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| Stock (Company Stock Plan) | | | | | | 27.1125 | | | |
|---|------------|---|------|------|---|---------------|---------|---|---------------|
| Common Stock (Company Stock Plan) | 10/07/2005 | L | V 29 | 9 | A | \$ 21.16 | 1,396 | D | |
| Common Stock (Company Stock Plan) | 11/10/2005 | L | V 2: | .5 | A | \$ 23.55 | 1,421 | D | |
| Common Stock (Dividend Reinvestment Plan) | 09/09/2005 | J | V 28 | 8 | A | \$ 27.1125 | 220,178 | I | By family (1) |
| Common Stock | 12/13/2005 | G | V 1, | ,800 | A | \$ 23.46 | 221,978 | I | By family (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8 | 5. ioiNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | S | ate | 7. Titi Amou Under Secur (Instr | int of rlying | 8. Price of Derivative Security (Instr. 5) |
|---|---|--------------------------------------|---|------------------------------------|---|---------------------|--------------------|---|--|---|
| | | | | Code V | 7 (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

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GORMAN JEFFREY S THE GORMAN-RUPP COMPANY 305 BOWMAN STREET MANSFIELD, OH 44903

X

President & CEO

Signatures

Jeffrey S. Gorman BY:/s/Robert E. Kirkendall Attorney-in-Fact

12/14/2005

**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) Includes 42,112 shares owned by Mr. Gorman's wife, 130,215 shares owned by his minor children and 47,851 shares held in trust in which Mr. Gorman has a beneficial interest. Mr. Gorman disclaims beneficial ownership of all the shares referred to in this footnote.
- (2) Includes 42,112 shares owned by Mr. Gorman's wife, 132,015 shares owned by his minor children and 47,851 shares held in trust in which Mr. Gorman has a beneficial interest. Mr. Gorman disclaims beneficial ownership of all the shares referred to in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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