

GORMAN RUPP CO  
Form 4  
July 06, 2015

**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 \*  
GORMAN JEFFREY S

(Last) (First) (Middle)

THE GORMAN-RUPP  
COMPANY, 600 SOUTH AIRPORT  
ROAD

(Street)

MANSFIELD, OH 44903

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GORMAN RUPP CO [GRC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/23/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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  | (A) or (D)   | Price   |         |   |                          |
| Common Stock (401-K Plan)       | 03/31/2015                           |  | J <sup>(1)</sup>               | V   | 316   | A  | \$ 29.95  | 56,857  | I | By 401-K Trust           |
| Common Stock                    | 01/23/2015                           |  | G                              | V   | 1,880   | A  | \$ 0 <sup>(2)</sup>                                   | 733,242 | I | By family <sup>(3)</sup> |
| Common Stock                    | 01/30/2015                           |  | G                              | V   | 1,880   | A  | \$ 0 <sup>(2)</sup>                                   | 735,122 | I | By family <sup>(4)</sup> |
| Common Stock                    | 01/23/2015                           |  | G                              | V   | 940   | A  | \$ 0 <sup>(2)</sup>                                   | 640,196 | I | By Jeffrey S. Gorman     |

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| Common Stock | Date       | Code      | Quantity | Price               | Value | Category | By  |
|--------------|------------|-----------|----------|---------------------|-------|----------|---|
| Common Stock | 01/23/2015 | G V 940 A | 122,256  | \$ 0 <sup>(2)</sup> |       | I        | Trust (BR) <sup>(5)</sup><br>By Michele S. Gorman Trust (BR) <sup>(6)</sup> |
| Common Stock | 01/30/2015 | G V 940 D | 13,111   | \$ 0 <sup>(7)</sup> |       | I        | By Jeffrey S. Gorman Trust (ML) <sup>(5)</sup>                              |
| Common Stock | 01/30/2015 | G V 940 D | 12,991   | \$ 0 <sup>(7)</sup> |       | I        | By Michele S. Gorman Trust (ML) <sup>(6)</sup>                              |
| Common Stock |            |           | 125,000  |                     |       | I        | By 2011 Jeffrey S. Gorman Trust (Mechanics)                                 |

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 Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                 |       |
|--------------------------------|---------------|-----------|-----------------|-------|
|                                | Director      | 10% Owner | Officer         | Other |
|                                | X             |           | President & CEO |       |

GORMAN JEFFREY S  
THE GORMAN-RUPP COMPANY  
600 SOUTH AIRPORT ROAD  
MANSFIELD, OH 44903

## Signatures

Jeffrey S. Gorman /s/Brigette A. Burnell  
Attorney-in-Fact

07/06/2015

\_\_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) Shares acquired under GRC 401(k) Plan.
- (2) Bona fide gift received without consideration.
- (3) Includes 616,421 shares owned by his children and 116,821 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.
- (4) Includes 618,301 shares owned by his children and 116,821 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.
- (5) Shares held by the Jeffrey S. Gorman Trust (a revocable trust of which Jeffrey S. Gorman is sole trustee) for estate planning purposes.
- (6) Shares held by the Michele S. Gorman Trust (a revocable trust of which Mr. Gorman's wife is sole trustee) for estate planning purposes.
- (7) Bona fide gift made without consideration.

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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