

GORMAN RUPP CO  
Form 4  
July 03, 2014

**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 \*  
**WALSTON W WAYNE**

(Last) (First) (Middle)  
33 EMS T40A LANE  
(Street)  
LEESBURG, IN 46538  
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/01/2013

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)

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                    | 11/01/2013                           |  | G <sup>(1)</sup>               |   | 21,284  | D  | \$ 0  |
| Common Stock                    | 07/01/2014                           |  | J <sup>(2)</sup>               |   | 1,250   | A  | \$ 35.53  |
| Common Stock                    | 11/01/2013                           |  | G <sup>(1)</sup>               |   | 1,543   | D  | \$ 0  |
| Common Stock                    | 11/01/2013                           |  | G <sup>(1)</sup>               |   | 22,827  | A  | \$ 0  |
|                                 |                                      |  |                                |   |   |  | 2,113   |
|                                 |                                      |  |                                |   |   |  | 3,363 <sup>(3)</sup>                                  |
|                                 |                                      |  |                                |   |   |  | 0   |
|                                 |                                      |  |                                |   |   |  | 22,827 <sup>(4)</sup>                                 |
|                                 |                                      |  |                                |   |   |  | D   |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | By Betty Walston Trust                                |
|                                 |                                      |  |                                |   |   |  | By Wayne and Betty Walston Trust <sup>(5)</sup>       |

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

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**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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| WALSTON W WAYNE<br>33 EMS T40A LANE<br>LEESBURG, IN 46538 |               | X         |         |       |

## Signatures

W. Wayne Walston BY: /s/Brigette A. Burnell  
Attorney-in-Fact  
Date: 07/03/2014

\_\_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 transferred to the Wayne and Betty Walston Trust (a joint revocable living trust of which Mr. and Mrs. Walston are co-trustees) without consideration for estate planning purposes. These transfers were inadvertently omitted from the reporting person's most recently filed Form 5 filing.
  - (2) Shares acquired through an exempt non-employee Directors' Compensation Plan.
  - (3) Includes 1,250 shares acquired through an exempt non-employee Directors' Compensation Plan.
  - (4) Includes 18,665 shares previously acquired through an exempt non-employee Directors' Compensation Plan.
  - (5) Shares held by the Wayne and Betty Walston Trust (a joint revocable living trust of which Mr. and Mrs. Walston are co-trustees) for estate planning purposes.

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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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