

GORMAN RUPP CO  
Form 5  
February 17, 2015

# FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
GORMAN JAMES CARVELL

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2014

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)  
Chairman

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/06/2014	Â	G	8,375	D	\$ 0 <sup>(1)</sup>	769,372	I	By James C. Gorman Trust
Common Stock	12/26/2014	Â	G	1,700	D	\$ 0 <sup>(1)</sup>	767,672	I	By James C. Gorman Trust

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Common Stock	02/06/2014	Â	G	7,875	A	\$ 0 <sup>(2)</sup>	4,568,148	I	By family <sup>(3)</sup>
Common Stock	03/13/2014	Â	J <sup>(4)</sup>	201	A	\$ 32.6172	4,568,349	I	By family <sup>(5)</sup>
Common Stock	03/31/2014	Â	J <sup>(6)</sup>	205	A	\$ 31.79	4,568,554	I	By family <sup>(7)</sup>
Common Stock	06/13/2014	Â	J <sup>(4)</sup>	197	A	\$ 34.5939	4,568,751	I	By family <sup>(8)</sup>
Common Stock	06/30/2014	Â	J <sup>(6)</sup>	59	A	\$ 35.37	4,568,810	I	By family <sup>(9)</sup>
Common Stock	09/15/2014	Â	J <sup>(4)</sup>	206	A	\$ 31.0882	4,569,016	I	By family <sup>(10)</sup>
Common Stock	09/30/2014	Â	J <sup>(6)</sup>	196	A	\$ 30.04	4,569,212	I	By family <sup>(11)</sup>
Common Stock	12/15/2014	Â	J <sup>(4)</sup>	234	A	\$ 30.3413	4,569,446	I	By family <sup>(12)</sup>
Common Stock	12/31/2014	Â	J <sup>(6)</sup>	110	A	\$ 32.12	4,569,556	I	By family <sup>(13)</sup>
Common Stock (401-K Plan)	03/31/2014	Â	J <sup>(6)</sup>	63	A	\$ 31.79	9,631	I	By 401-K Trust
Common Stock (401-K Plan)	06/30/2014	Â	J <sup>(6)</sup>	28	A	\$ 35.37	9,659	I	By 401-K Trust
Common Stock (401-K Plan)	09/30/2014	Â	J <sup>(6)</sup>	57	A	\$ 30.04	9,716	I	By 401-K Trust
Common Stock (401-K Plan)	11/07/2014	Â	J <sup>(14)</sup>	863	D	\$ 32.49	8,853	I	By 401-K Trust
Common Stock (401-K Plan)	12/31/2014	Â	J <sup>(6)</sup>	53	A	\$ 32.12	8,906	I	By 401-K Trust

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)



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- (8) Includes 691,295 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,172,841 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.
- (9) Includes 691,295 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,172,900 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.
- (10) Includes 691,295 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,173,106 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.
- (11) Includes 691,295 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,173,302 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.
- (12) Includes 691,295 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,173,537 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.
- (13) Includes 691,295 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,173,647 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.
- (14) Distribution of cash equivalent of 863 common shares required to be made by internal revenue code due to reporting person being over age 70 1/2.

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