GORMAN RUPP CO

Form 5

February 17, 2015

FORM 5

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

Number: 3235-0362 Expires: January 31, 2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Form 4 Transactions

Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to

GORMAN JAMES CARVELL

Symbol
GORMAN RUPP CO [GRC]

er

Issuer

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended

(Check all applicable)
X Director _X_ 10% Own

(Month/Day/Year) 12/31/2014

__X__ Officer (give title _____ oblow) below)
Chairman

__X__ 10% Owner e ____ Other (specify

THE GORMAN-RUPP COMPANY, 600 SOUTH AIRPORT ROAD

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MANSFIELD. OHÂ 44903

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting

Person

| (City) | (State) | (Zip) Tal | ole I - Non-De | l, Disposed of, | 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. Securi or Dispo (Instr. 3, | sed of 4 and (A) or | ` ′ | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | Ownership Form: | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 02/06/2014 | Â | G | 8,375 | D | \$ 0 (1) | 769,372 | I | By James C. Gorman Trust |
| Common Stock | 12/26/2014 | Â | G | 1,700 | D | \$ 0 (1) | 767,672 | I | By James C. Gorman Trust |

| Common Stock | 02/06/2014 | Â | G | 7,875 | A | \$ 0 (2) | 4,568,148 | I | By family (3) |
|--|------------|---|---------------|-------|---|---------------|-----------|---|-------------------|
| Common Stock | 03/13/2014 | Â | J <u>(4)</u> | 201 | A | \$ 32.6172 | 4,568,349 | I | By family (5) |
| Common Stock | 03/31/2014 | Â | <u>J(6)</u> | 205 | A | \$ 31.79 | 4,568,554 | I | By family (7) |
| Common Stock | 06/13/2014 | Â | <u>J(4)</u> | 197 | A | \$ 34.5939 | 4,568,751 | I | By family (8) |
| Common Stock | 06/30/2014 | Â | <u>J(6)</u> | 59 | A | \$ 35.37 | 4,568,810 | I | By family (9) |
| Common Stock | 09/15/2014 | Â | <u>J(4)</u> | 206 | A | \$ 31.0882 | 4,569,016 | I | By family (10) |
| Common Stock | 09/30/2014 | Â | <u>J(6)</u> | 196 | A | \$ 30.04 | 4,569,212 | I | By family (11) |
| Common Stock | 12/15/2014 | Â | <u>J(4)</u> | 234 | A | \$ 30.3413 | 4,569,446 | I | By family (12) |
| Common Stock | 12/31/2014 | Â | J <u>(6)</u> | 110 | A | \$ 32.12 | 4,569,556 | I | By family (13) |
| Common Stock (401-K Plan) | 03/31/2014 | Â | J <u>(6)</u> | 63 | A | \$ 31.79 | 9,631 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 06/30/2014 | Â | J <u>(6)</u> | 28 | A | \$ 35.37 | 9,659 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 09/30/2014 | Â | J <u>(6)</u> | 57 | A | \$ 30.04 | 9,716 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 11/07/2014 | Â | J <u>(14)</u> | 863 | D | \$ 32.49 | 8,853 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 12/31/2014 | Â | J <u>(6)</u> | 53 | A | \$ 32.12 | 8,906 | I | By 401-K Trust |
| Demindent Depart on a congrete line for each class of Porcens who reprod to the collection of information SEC 2270 | | | | | | | | | SEC 2270 |

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 2270 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------|-------------|--------------|----------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | Number | Expiration D | ate | Amou | nt of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | lying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | |
| | Security | | | | Acquired | | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | Amount | |
| | | | | | | Date | Expiration | | or | |
| | | | | | | Exercisable | - | Title Number | | |
| | | | | | | | | | of | |
| | | | | | (A) (D) | | | | Shares | |

of D

В

Is Fi

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GORMAN JAMES CARVELL

THE GORMAN-RUPP COMPANY

 X Â X Â Chairman Â

THE GORMAN-RUPP COMPANY 600 SOUTH AIRPORT ROAD MANSFIELD, OHÂ 44903

Signatures

James C. Gorman By: /s/Brigette A. Burnell
Attorney-in-Fact
02/17/2015

**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) Bona fide gift made without consideration.
- (2) Bona fide gift received without consideration.
- 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 3,172,238 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.
- (4) Shares acquired through dividend reinvestment.
- 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 3,172,439 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.
- (6) Shares acquired under GRC 401(k) Plan.
- 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 3,172,644 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.

Reporting Owners 3

- 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.
- 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.
- 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.
- 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.
- 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.