

GORMAN RUPP CO
 Form 5
 February 14, 2014

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 JEFFREY S
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

THE GORMAN-RUPP COMPANY, 600 SOUTH AIRPORT ROAD
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

6. Individual or Joint/Group Reporting

(check applicable line)

MANSFIELD, OH 44903
 (City) (State) (Zip)

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 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)
				(A) Amount	or (D)	Price			
Common Stock	11/07/2013	^	G	1,400	A	\$ 0 ⁽¹⁾	582,330	I	By family ⁽²⁾
Common Stock	12/10/2013	^	J	145,582	A	\$ 0 ⁽³⁾	727,912	I	By family ⁽⁴⁾
Common Stock	12/10/2013	^	J	127,676	A	\$ 0 ⁽³⁾	638,381	I	By Jeffrey S. Gorman Trust(

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Common Stock	12/10/2013	Â	J	24,088	A	\$ 0 ⁽³⁾	120,441	I	Chase) ⁽⁵⁾ By Michele S. Gorman Trust (Chase) ⁽⁶⁾
Common Stock	11/07/2013	Â	G	700	D	\$ 0 ⁽⁷⁾	11,921	I	By Jeffrey S. Gorman Trust (ML) ⁽⁵⁾
Common Stock	12/10/2013	Â	J	2,980	A	\$ 0 ⁽³⁾	14,901	I	By Jeffrey S. Gorman Trust (ML) ⁽⁵⁾
Common Stock	11/07/2013	Â	G	700	D	\$ 0 ⁽⁷⁾	11,825	I	By Michele S. Gorman Trust (ML) ⁽⁶⁾
Common Stock	12/10/2013	Â	J	2,956	A	\$ 0 ⁽³⁾	14,781	I	By Michele S. Gorman Trust (ML) ⁽⁶⁾
Common Stock	12/10/2013	Â	J	25,000	A	\$ 0 ⁽³⁾	125,000	I	By 2011 Jeffrey S. Gorman Trust (Chase) ⁽⁵⁾
Common Stock (401-K Plan)	03/31/2013	Â	J ⁽⁸⁾	204	A	\$ 30.05	44,160	I	By 401-K Trust
Common Stock (401-K Plan)	06/30/2013	Â	J ⁽⁸⁾	119	A	\$ 31.84	44,279	I	By 401-K Trust
Common Stock	09/30/2013	Â	J ⁽⁸⁾	396	A	\$ 40.13	44,675	I	By 401-K Trust

(401-K Plan)

Common Stock (401-K Plan)

12/10/2013

Â

J(8)

11,169

A

\$ 0 (3) 55,844

I

By 401-K Trust

Common Stock (401-K Plan)

12/31/2013

Â

J(8)

127

A

\$ 33.43 55,971

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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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. of D Se O Er Is Fi (I
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORMAN JEFFREY S THE GORMAN-RUPP COMPANY 600 SOUTH AIRPORT ROAD MANSFIELD, OH 44903	Â X	Â	Â President & CEO	Â

Signatures

/s/Jeffrey S. Gorman 02/14/2014

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) Bona fide gift received without consideration.
- (2) Includes 488,873 shares owned by his children and 93,457 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.
- (3) As of December 10, 2013, the amount of common shares beneficially owned was increased due to a 5-for-4 split of the common shares.
- (4) Includes 611,091 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.
- (8) Shares acquired under GRC 401(k) Plan.

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