

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)	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 ⁽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

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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 ⁽⁴⁾	201	A	\$ 32.6172	4,568,349	I	By family ⁽⁵⁾
Common Stock	03/31/2014	Â	J ⁽⁶⁾	205	A	\$ 31.79	4,568,554	I	By family ⁽⁷⁾
Common Stock	06/13/2014	Â	J ⁽⁴⁾	197	A	\$ 34.5939	4,568,751	I	By family ⁽⁸⁾
Common Stock	06/30/2014	Â	J ⁽⁶⁾	59	A	\$ 35.37	4,568,810	I	By family ⁽⁹⁾
Common Stock	09/15/2014	Â	J ⁽⁴⁾	206	A	\$ 31.0882	4,569,016	I	By family ⁽¹⁰⁾
Common Stock	09/30/2014	Â	J ⁽⁶⁾	196	A	\$ 30.04	4,569,212	I	By family ⁽¹¹⁾
Common Stock	12/15/2014	Â	J ⁽⁴⁾	234	A	\$ 30.3413	4,569,446	I	By family ⁽¹²⁾
Common Stock	12/31/2014	Â	J ⁽⁶⁾	110	A	\$ 32.12	4,569,556	I	By family ⁽¹³⁾
Common Stock (401-K Plan)	03/31/2014	Â	J ⁽⁶⁾	63	A	\$ 31.79	9,631	I	By 401-K Trust
Common Stock (401-K Plan)	06/30/2014	Â	J ⁽⁶⁾	28	A	\$ 35.37	9,659	I	By 401-K Trust
Common Stock (401-K Plan)	09/30/2014	Â	J ⁽⁶⁾	57	A	\$ 30.04	9,716	I	By 401-K Trust
Common Stock (401-K Plan)	11/07/2014	Â	J ⁽¹⁴⁾	863	D	\$ 32.49	8,853	I	By 401-K Trust
Common Stock (401-K Plan)	12/31/2014	Â	J ⁽⁶⁾	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Price of Underlying Security (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORMAN JAMES CARVELL THE GORMAN-RUPP COMPANY 600 SOUTH AIRPORT ROAD MANSFIELD, OH 44903	X	X	Chairman	

Signatures

James C. Gorman By: /s/Brigitte 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.
- (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 3,172,238 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.
- (5) 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.
- (7) 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.

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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.

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.