

GORMAN RUPP CO
Form POS EX
June 19, 2007

As filed with the Securities and Exchange Commission on June 19, 2007

Registration No. 333-105682

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

**POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933**

THE GORMAN-RUPP COMPANY
(Exact name of Registrant as specified in its Charter)

OHIO
(State or other jurisdiction of
incorporation or organization)

34-0253990
(I.R.S. Employer Identification No.)

305 Bowman Street, Mansfield, Ohio 44903
(Address of principal executive offices, including zip code)

THE GORMAN-RUPP COMPANY 401(k) PLAN
(Full Title of the Plan)

Robert E. Kirkendall, Senior Vice President and Chief Financial Officer
The Gorman-Rupp Company
305 Bowman Street, Mansfield Ohio 44903
(Name and address of Agent for Service)

(419) 755-1011
(Telephone number, including area code, of Agent for Service)

This Post Effective Amendment No. 1 is being filed solely to add certain exhibits to the Registration Statement. Pursuant to Rules 462(d) and 464 of Regulation C under the Securities Act of 1933, as amended, this Post Effective Amendment No. 1 shall become effective upon filing with the Securities and Exchange Commission.

Part II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

- 4(d) Amendments Nos. 5, 6 and 7 to The Gorman-Rupp Company 401(k) Plan (as Amended and Restated as of August 1, 2000)
- 24(b) Power of Attorney of the Company (included in Registration Statement No. 333-105682)
- 24(c) Power of Attorney of Directors and Officers (included in Registration Statement No. 333-105682)

SIGNATURES

The Registrant

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 1 to Registration Statement No. 333-105682 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mansfield, State of Ohio, on this 19th day of June, 2007.

THE GORMAN-RUPP COMPANY

By: *DAVID P. EMMENS
David P. Emmens,
Attorney-in-Fact

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Pursuant to the requirements of the Securities Act of 1933, this Post Effective Amendment No. 1 to Registration Statement No. 333-105682 has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|---|--|---------------|
| *JEFFREY S. GORMAN Jeffrey S. Gorman | President, Principal Executive Officer and Director | June 19, 2007 |
| *ROBERT E. KIRKENDALL Robert E. Kirkendall | Senior Vice President and Principal Financial and Accounting Officer | June 19, 2007 |
| *JAMES C. GORMAN James C. Gorman | Director | June 19, 2007 |
| *THOMAS E. HOAGLIN Thomas E. Hoaglin | Director | June 19, 2007 |
| *CHRISTOPHER H. LAKE Christopher H. Lake | Director | June 19, 2007 |
| *PETER B. LAKE Peter B. Lake | Director | June 19, 2007 |
| *RICK R. TAYLOR Rick R. Taylor | Director | June 19, 2007 |
| *W. WAYNE WALSTON W. Wayne Walston | Director | June 19, 2007 |
| *JOHN A. WALTER John A. Walter | Director | June 19, 2007 |

* The undersigned, by signing his name hereto, does sign and execute this Post Effective Amendment No. 1 to

Registration
Statement
No. 333-105682
pursuant to
Powers of
Attorney
executed by the
Registrant and
by the
above-named
officers and
Directors of the
Registrant and
filed with the
Securities and
Exchange
Commission on
behalf of such
Registrant,
officers and
Directors.

By: /s/ DAVID P. EMMENS
David P. Emmens,
Attorney-in-Fact

June 19, 2007

EXHIBIT INDEX

| Exhibit Number | Exhibit Description | Page Number |
|----------------|--|-------------|
| 4(d) | Amendments Nos. 5, 6 and 7 to The Gorman-Rupp Company 401(k) Plan (as Amended and Restated as of August 1, 2000) | 5 |
| 24(b) | Power of Attorney of the Company (included in Registration Statement No. 333-105682) | N/A |
| 24(c) | Power of Attorney of Directors and Officers (included in Registration Statement No. 333-105682) | N/A |