

GORMAN JEFFREY S
Form 4
December 14, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GORMAN JEFFREY S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

THE GORMAN-RUPP COMPANY, 305 BOWMAN STREET

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2005

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MANSFIELD, OH 44903

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 12/13/2005 | | G | V 1,800 D \$ 23.46 | 349,305 | D | |
| Common Stock (401-K Plan) | 09/30/2005 | | J | V 184 A \$ 24.05 | 19,508 | I | By 401-K Trust |
| Common Stock (Company Stock Plan) | 08/10/2005 | | L | V 29 A \$ 20.7 | 1,338 | D | |
| Common Stock | 09/09/2005 | | L | V 29 A \$ | 1,367 | D | |

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| | | | | | | | | | | |
|---|------------|--|---|---|-------|---|------------|---------|---|--------------------------|
| Stock (Company Stock Plan) | | | | | | | | 27.1125 | | |
| Common Stock (Company Stock Plan) | 10/07/2005 | | L | V | 29 | A | \$ 21.16 | 1,396 | D | |
| Common Stock (Company Stock Plan) | 11/10/2005 | | L | V | 25 | A | \$ 23.55 | 1,421 | D | |
| Common Stock (Dividend Reinvestment Plan) | 09/09/2005 | | J | V | 28 | A | \$ 27.1125 | 220,178 | I | By family ⁽¹⁾ |
| Common Stock | 12/13/2005 | | G | V | 1,800 | A | \$ 23.46 | 221,978 | I | By family ⁽²⁾ |

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.

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(9-02)

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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

GORMAN JEFFREY S
THE GORMAN-RUPP COMPANY X President & CEO
305 BOWMAN STREET
MANSFIELD, OH 44903

Signatures

Jeffrey S. Gorman BY:/s/Robert E. Kirkendall 12/14/2005
Attorney-in-Fact

__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) Includes 42,112 shares owned by Mr. Gorman's wife, 130,215 shares owned by his minor children and 47,851 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.
- (2) Includes 42,112 shares owned by Mr. Gorman's wife, 132,015 shares owned by his minor children and 47,851 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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