

GORMAN JEFFREY S  
Form 4  
September 13, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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, 600 SOUTH AIRPORT ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
03/31/2011

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

(Street)  
MANSFIELD, OH 44903

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

(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  | (A) or (D)   | Price   |         |   |                            |
| Common Stock                    | 06/10/2011                           |  | J                              | V   | 77,529<br>(1)   | A  | \$ 30.9058  | 387,656 | I | By family (2)              |
| Common Stock                    | 08/09/2011                           |  | G                              | V   | 1,900   | A  | \$ 28.1   | 389,556 | I | By family (3)              |
| Common Stock                    | 08/11/2011                           |  | G                              | V   | 26,664  | A  | \$ 27.72  | 416,220 | I | By family (4)              |
| Common Stock                    | 06/10/2011                           |  | J                              | V   | 131,593<br>(1)  | A  | \$ 30.9058  | 657,968 | I | By Jeffrey S. Gorman Trust |

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|                           |            |   |   |                      |   |               |         |   |  |
|---------------------------|------------|---|---|----------------------|---|---------------|---------|---|--|
| Common Stock              | 06/10/2011 | J | V | 18,723<br><u>(1)</u> | A | \$<br>30.9058 | 93,616  | I | Chase) <sup>(5)</sup><br>By<br>Michele<br>S.<br>Gorman<br>Trust<br>(Chase)<br><u>(6)</u> |
| Common Stock              | 06/10/2011 | J | V | 2,894 <u>(1)</u>     | A | \$<br>30.9058 | 14,471  | I | By<br>Jeffrey S.<br>Gorman<br>Trust<br>(ML) <u>(5)</u>                                   |
| Common Stock              | 08/09/2011 | G | V | 950                  | D | \$<br>30.9058 | 13,521  | I | By<br>Jeffrey S.<br>Gorman<br>Trust<br>(ML) <u>(5)</u>                                   |
| Common Stock              | 06/10/2011 | J | V | 2,875 <u>(1)</u>     | A | \$<br>30.9058 | 14,375  | I | By<br>Michele<br>S.<br>Gorman<br>Trust<br>(ML) <u>(6)</u>                                |
| Common Stock              | 08/09/2011 | G |   | 950                  | D | \$ 5          | 13,425  | I | By<br>Michele<br>S.<br>Gorman<br>Trust<br>(ML) <u>(6)</u>                                |
| Common Stock              | 08/11/2011 | G | V | 100,000              | A | \$ 27.72      | 100,000 | I | By 2011<br>Jeffrey S.<br>Gorman<br>Trust<br>(Chase)<br><u>(5)</u>                        |
| Common Stock              | 06/10/2011 | J | V | 193 <u>(1)</u>       | A | \$<br>30.9058 | 968     | D |  |
| Common Stock (401-K Plan) | 03/31/2011 | J | V | 10                   | A | \$ 39.39      | 34,329  | I | By 401-K<br>Trust  |
| Common Stock (401-K Plan) | 06/10/2011 | J | V | 8,582 <u>(1)</u>     | A | \$<br>30.9058 | 42,911  | I | By 401-K<br>Trust  |

Common Stock (401-K Plan) 06/30/2011 J V 72 A \$ 32.94 42,983 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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

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

## Signatures

Jeffrey S. Gorman BY: /s/David P. Emmens 09/13/2011  
 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) As of June 10, 2011, the amount of common shares beneficially owned was increased due to a 5-for-4 split of the common shares.

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- (2) Includes 968 shares owned by his wife, 293,231 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) Includes 968 shares owned by his wife, 295,131 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.
- (4) Includes 968 shares owned by his wife, 321,795 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.
- (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.

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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