

Knabel Wayne L
 Form 5
 February 14, 2012

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 *
 Knabel Wayne L

(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)
 12/31/2011

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)
 Chief Financial Officer

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 (401-K Plan)	09/30/2011	^	J	33 A	\$ 24.69 944	I	By 401-K Trust
Common Stock (401-K Plan)	12/31/2011	^	J	2 A	\$ 27.15 946	I	By 401-K Trust
	08/31/2011	^	L	19 A	738	D	^

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Common Stock (Company Stock Plan)						\$ 28.5106			
Common Stock (Company Stock Plan)	09/14/2011	Â	L	2	A	\$ 27.2574	740	D	Â
Common Stock (Company Stock Plan)	10/04/2011	Â	L	22	A	\$ 25.5302	762	D	Â
Common Stock (Company Stock Plan)	11/01/2011	Â	L	19	A	\$ 29.0353	781	D	Â
Common Stock (Company Stock Plan)	12/01/2011	Â	L	22	A	\$ 25.8311	803	D	Â
Common Stock (Company Stock Plan)	12/14/2011	Â	L	2	A	\$ 29.367	805	D	Â
Common Stock (Dividend Reinvestment Plan)	09/14/2011	Â	J	8	A	\$ 27.2574	42	D	Â
Common Stock (Dividend Reinvestment Plan)	12/14/2011	Â	J	9	A	\$ 29.367	51	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	2,566	D	Â

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. of D
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