

GORMAN RUPP CO
Form 4
July 06, 2015

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)
01/23/2015

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock (401-K Plan)	03/31/2015		J ⁽¹⁾	V	316	A	\$ 29.95 56,857	I	By 401-K Trust
Common Stock	01/23/2015		G	V	1,880	A	\$ 0 ⁽²⁾ 733,242	I	By family ⁽³⁾
Common Stock	01/30/2015		G	V	1,880	A	\$ 0 ⁽²⁾ 735,122	I	By family ⁽⁴⁾
Common Stock	01/23/2015		G	V	940	A	\$ 0 ⁽²⁾ 640,196	I	By Jeffrey S. Gorman

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
Common Stock		01/23/2015		G V 940 A	\$ 0 ⁽²⁾	122,256	I		Trust (BR) ⁽⁵⁾ By Michele S. Gorman Trust (BR) ⁽⁶⁾
Common Stock		01/30/2015		G V 940 D	\$ 0 ⁽⁷⁾	13,111	I		By Jeffrey S. Gorman Trust (ML) ⁽⁵⁾
Common Stock		01/30/2015		G V 940 D	\$ 0 ⁽⁷⁾	12,991	I		By Michele S. Gorman Trust (ML) ⁽⁶⁾
Common Stock						125,000	I		By 2011 Jeffrey S. Gorman Trust (Mechanics)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		President & CEO	

GORMAN JEFFREY S
THE GORMAN-RUPP COMPANY
600 SOUTH AIRPORT ROAD
MANSFIELD, OH 44903

Signatures

Jeffrey S. Gorman /s/Brigette A. Burnell
Attorney-in-Fact

07/06/2015

__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) Shares acquired under GRC 401(k) Plan.
- (2) Bona fide gift received without consideration.
- (3) Includes 616,421 shares owned by his children and 116,821 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 618,301 shares owned by his children and 116,821 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.
- (7) Bona fide gift made without consideration.

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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