

GORMAN RUPP CO
Form 5
February 08, 2017

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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

(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)
12/31/2016

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)
Chairman

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) | Amount | (A) or (D) | Price | 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 | 01/08/2016 | | G | 69,675 | D | \$ 0 | 1,283,022 | I | By James C. Gorman Trust | |
| Common Stock | 12/15/2016 | | G | 1,000 | D | \$ 0 | 1,282,022 | I | By James C. Gorman Trust | |

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| | | | | | | | | | |
|---------------------------|------------|---|------------------------|-------|---|----------|-----------|---|---------------------------|
| Common Stock (401-K Plan) | 03/31/2016 | Â | <u>J⁽¹⁾</u> | 67 | A | \$ 25.93 | 8,314 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 06/30/2016 | Â | <u>J⁽¹⁾</u> | 52 | A | \$ 27.41 | 8,366 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 09/30/2016 | Â | <u>J⁽¹⁾</u> | 76 | A | \$ 25.61 | 8,442 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 12/20/2016 | Â | <u>J⁽²⁾</u> | 637 | D | \$ 33.94 | 7,805 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 12/31/2016 | Â | <u>J⁽¹⁾</u> | 44 | A | \$ 30.95 | 7,849 | I | By 401-K Trust |
| Common Stock | 01/08/2016 | Â | G | 5,175 | A | \$ 0 | 3,924,196 | I | By family ⁽³⁾ |
| Common Stock | 03/15/2016 | Â | <u>J⁽⁴⁾</u> | 292 | A | \$ 26.38 | 3,924,488 | I | By family ⁽⁵⁾ |
| Common Stock | 03/31/2016 | Â | <u>J⁽¹⁾</u> | 209 | A | \$ 25.93 | 3,924,697 | I | By family ⁽⁶⁾ |
| Common Stock | 06/15/2016 | Â | <u>J⁽⁴⁾</u> | 257 | A | \$ 29.72 | 3,924,954 | I | By family ⁽⁷⁾ |
| Common Stock | 06/30/2016 | Â | <u>J⁽¹⁾</u> | 144 | A | \$ 27.41 | 3,925,098 | I | By family ⁽⁸⁾ |
| Common Stock | 09/14/2016 | Â | <u>J⁽⁴⁾</u> | 291 | A | \$ 26.1 | 3,925,389 | I | By family ⁽⁹⁾ |
| Common Stock | 09/30/2016 | Â | <u>J⁽¹⁾</u> | 257 | A | \$ 25.61 | 3,925,646 | I | By family ⁽¹⁰⁾ |
| Common Stock | 12/14/2016 | Â | <u>J⁽⁴⁾</u> | 282 | A | \$ 32 | 3,925,928 | I | By family ⁽¹¹⁾ |
| Common Stock | 12/31/2016 | Â | <u>J⁽¹⁾</u> | 70 | A | \$ 30.95 | 3,925,998 | I | By family ⁽¹²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| GORMAN JAMES CARVELL THE GORMAN-RUPP COMPANY 600 SOUTH AIRPORT ROAD MANSFIELD, OH 44903 | X | X | Chairman | |

Signatures

James C. Gorman BY: /s/Brigette A. Burnell
Attorney-in-Fact 02/08/2017

**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) Distribution of cash equivalent of 637 common shares required to be made by internal revenue code due to reporting person being over age 70 1/2.
Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes
- (3) 3,219,581 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.
- (4) Shares acquired through dividend reinvestment.
Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes
- (5) 3,219,873 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.
- (6) 3,220,082 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.
- (7) 3,220,339 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.

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(8) Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,220,483 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.

(9) Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,220,774 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.

(10) Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,221,031 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.

(11) Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,221,313 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.

(12) Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,221,383 shares beneficially owned by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.

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