

GORMAN JAMES CARVELL
 Form 5
 February 09, 2005

FORM 5

**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).
 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, 305 BOWMAN STREET

(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)
 12/31/2004

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)	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	12/29/2004	Â	J	229 ⁽¹⁾ A \$ 23.7	451,289	D	Â
Common Stock (401-K Plan)	12/29/2004	Â	J	229 ⁽²⁾ D \$ 23.7	5,357	I	By 401-K Trust
Common Stock (401-K)	12/31/2004	Â	J	63 A \$ 23	5,420	I	By 401-K

Plan)									Trust
Common Stock (Company Stock Plan)	12/10/2004	Â	L	32	A	\$ 23.737	1,758,892	I	By family ⁽³⁾
Common Stock (Dividend Reinvestment Plan)	09/10/2004	Â	J	49	A	\$ 21.6	1,758,941	I	By family ⁽⁴⁾
Common Stock (Dividend Reinvestment Plan)	12/10/2004	Â	J	225	A	\$ 22.99	1,759,166	I	By family ⁽⁵⁾
Common Stock (401-K Plan)	12/31/2004	Â	J	106	A	\$ 23	1,759,272	I	By family ⁽⁶⁾

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. of
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORMAN JAMES CARVELL THE GORMAN-RUPP COMPANY	Â X	Â X	Â Chairman	Â

305 BOWMAN STREET
MANSFIELD, OH 44903

Signatures

/s/James C.
Gorman

02/09/2005

**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 through a distribution from a 401-K Trust Account.
- (2) Shares distributed from a 401-K Trust Account to Direct Ownership Certificate Shares.
Includes 353,171 shares owned by Mr. Gorman's wife and 288,614 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,117,107 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.
- (3) Includes 353,212 shares owned by Mr. Gorman's wife and 288,614 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,117,115 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) Includes 353,406 shares owned by Mr. Gorman's wife and 288,614 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,117,146 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.
- (5) Includes 353,406 shares owned by Mr. Gorman's wife and 288,614 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,117,252 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)

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.