

GORMAN JAMES CARVELL

Form 5

February 14, 2012

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
GORMAN JAMES CARVELL

(Last) (First) (Middle)

THE GORMAN-RUPP
COMPANY, 600 SOUTH
AIRPORT ROAD

(Street)

2. Issuer Name and Ticker or Trading
Symbol
GORMAN RUPP CO [GRC]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20115. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman4. If Amendment, Date Original
Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MANSFIELD, OH 44903

☒ 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 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	09/30/2011	Â	J ⁽¹⁾	186 A \$ 24.69	3,633,790	I	By family (2)
Common Stock	12/31/2011	Â	J ⁽¹⁾	78 A \$ 27.15	3,633,868	I	By family (3)
Common Stock (401-K Plan)	09/30/2011	Â	J	63 A \$ 24.69	8,989	I	By 401-K Trust

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Common Stock (401-K Plan)	11/14/2011	Â	J	625	D	\$ 27.335	8,364 ⁽⁴⁾	I	By 401-K Trust
Common Stock (401-K Plan)	12/31/2011	Â	J	33	A	\$ 27.15	8,397	I	By 401-K Trust
Common Stock	Â	Â	Â	Â	Â	Â	642,750	I	By James C. Gorman Trust

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

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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. of D S B O E I F (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

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	Â X	Â X	Â Chairman	Â

Signatures

James C. Gorman BY: /s/David P. Emmens
Attorney-in-Fact

02/14/2012

__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 by Jeffrey S. Gorman under the GRC 401(k) Plan.

Includes 573,686 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in

(2) trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,496,411 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.

Includes 573,686 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in

(3) trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,496,489 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) Balance reflects distribution of cash equivalent of 625 common shares required to be made by internal revenue code due to reporting person being over age 70 1/2.

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.