

GORMAN RUPP CO
Form 4
May 06, 2005

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 JAMES CARVELL

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, 305 BOWMAN STREET

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

(Street)

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

MANSFIELD, OH 44903

(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) |
|-----------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | | | | | 442,289 | D | |
| Common Stock (401-K Plan) | 03/31/2005 | | J | V 68 A \$ 21.46 | 5,488 | I | By 401-K Trust |
| Common Stock (Company Stock Plan) | 02/10/2005 | | L | V 26 A \$ 22.8544 | 1,768,324 | I | By family ⁽¹⁾ |
| Common Stock | 03/10/2005 | | L | V 34 A \$ 22.373 | 1,768,358 | I | By |

| | | | | | | | | | | |
|-------------------------------------------------------|------------|--|---|---|-----|---|---------------|-----------|-----------------------|-----------------------------|
| Stock (Company Stock Plan) | | | | | | | | | family ⁽²⁾ | |
| Common Stock (Company Stock Plan) | 04/08/2005 | | L | V | 27 | A | \$ 22.0203 | 1,768,385 | I | By family ⁽³⁾ |
| Common Stock (Dividend Reinvestment Plan) | 03/10/2005 | | J | V | 235 | A | \$ 22.373 | 1,768,620 | I | By family ⁽⁴⁾ |
| Common Stock (401-K Plan) | 03/31/2005 | | J | V | 245 | A | \$ 21.46 | 1,768,865 | I | By family ⁽⁵⁾ |

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. Nu Deriv Secur Benef Own Follo Repor Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| GORMAN JAMES CARVELL THE GORMAN-RUPP COMPANY 305 BOWMAN STREET | X | X | Chairman | |

MANSFIELD, OH 44903

Signatures

/s/James C.

05/06/2005

Gorman

__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) Includes 354,406 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 1,125,304 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.

(2) Includes 354,406 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 1,125,338 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 354,406 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 1,125,365 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 354,607 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 1,125,399 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 354,607 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 1,125,644 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.

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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