

GORMAN RUPP CO
Form 5
February 11, 2008

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 JEFFREY S

(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)
12/31/2007

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)
President & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 12/10/2007 | ^ | J | (1) | \$ 110,026 30.9786 | D | ^ |
| Common Stock | 12/13/2007 | ^ | G | | \$ 1,500 30.38 | D | ^ |
| Common Stock | 12/10/2007 | ^ | J | (1) | \$ 73,472 30.9786 | I | By family (2) |
| | 12/13/2007 | ^ | G | | \$ 1,500 30.38 | I | |

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| | | | | | | | | | |
|-----------------------------------|------------|---|---|----------------------|------------------|------------|--------|---|--------------------------|
| Common Stock | | | | | | | | | By family ⁽³⁾ |
| Common Stock (401-K Plan) | 09/30/2007 | Â | J | 41 ⁽⁴⁾ | D ⁽⁴⁾ | \$ 33.1 | 26,010 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 12/10/2007 | Â | J | 6,502 ⁽¹⁾ | A | \$ 30.9786 | 32,512 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 12/31/2007 | Â | J | 22 | A | \$ 31.2 | 32,534 | I | By 401-K Trust |
| Common Stock (Company Stock Plan) | 12/10/2007 | Â | L | 603 ⁽¹⁾ | A | \$ 30.9786 | 3,015 | D | Â |
| Common Stock (Company Stock Plan) | 12/11/2007 | Â | L | 29 | A | \$ 30.9786 | 3,044 | D | Â |

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.

SEC 2270 (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 Se B O E Is Fi (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 JEFFREY S THE GORMAN-RUPP COMPANY 305 BOWMAN STREET MANSFIELD, OH 44903 | X | A | A President & CEO | A |

Signatures

/s/Jeffrey S. Gorman 02/11/2008

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) As of December 10, 2007, the amount of common shares beneficially owned was increased due to a 5-for-4 split of the common shares.
- (2) Includes 72,018 shares owned by Mr. Gorman's wife, 220,584 shares owned by his children and 74,766 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.
- (3) Includes 72,018 shares owned by Mr. Gorman's wife, 222,084 shares owned by his children and 74,766 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) Common shares in the Gorman-Rupp Stock Fund in the Company's 401-K Trust are accounted for by applying the unitized method of accounting. During this reported period, the changes in stock market prices resulted in a net reduction of the unitized number of common shares in Mr. Gorman's account in the 401-K Trust. However, no shares were actually sold or disposed of by Mr. Gorman.

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.