

GORMAN JEFFREY S
Form 4
December 19, 2008

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 JEFFREY S

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)
06/10/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)
MANSFIELD, OH 44903

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/01/2008		J	V 3,145 (1) A \$ 39.645	28,277	D	
Common Stock (401-K Plan)	06/30/2008		J	V 7 (2) D (2) \$ 39.84	32,626	I	By 401-K Trust
Common Stock (401-K Plan)	09/30/2008		J	V 95 A \$ 37.72	32,721	I	By 401-K Trust

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Common Stock (Company Stock Plan)	06/10/2008	L	V	8	A	\$ 40.8497	3,146	D	
Common Stock (Company Stock Plan)	07/01/2008	L	V	<u>3,146</u> ⁽¹⁾	D	\$ 39.645	0	D	
Common Stock							298,413	I	By family ⁽³⁾
Common Stock							524,281	I	By Jeffrey S. Gorman Trust ⁽⁴⁾
Common Stock							72,799	I	By Michele S. Gorman Trust ⁽⁵⁾

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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

GORMAN JEFFREY S
THE GORMAN-RUPP COMPANY X President & CEO
305 BOWMAN STREET
MANSFIELD, OH 44903

Signatures

/s/Jeffrey S.
Gorman 12/19/2008

__Signature of Date
Reporting Person

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 transferred from the Company Stock Plan to common stock holdings, less the equivalent of one share distributed in cash as a result of a fractional share.

Common shares in the Gorman-Rupp Stock Fund in the Company's 401-K Trust are accounted for by applying the unitized method of
- (2) 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.
- (3) Includes 223,647 shares owned by Mr. Gorman's 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) Shares held by the Jeffrey S. Gorman Trust (a revocable trust of which Jeffrey S. Gorman is sole trustee) for esate planning purposes.
- (5) Shares held by the Michele S. Gorman Trust (a revocable trust of which Mr. Gorman's wife is sole trustee) for esate planning purposes.

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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