

GORMAN RUPP CO
Form 5
February 17, 2015

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2015
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 *
HARLAN M ANN

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
GORMAN RUPP CO [GRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

2688 COLCHESTER ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

CLEVELAND HEIGHTS, OH 44106

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 (Dividend Reinvestment Plan)	03/13/2014	Â	J ⁽¹⁾	15 A	\$ 32.6172	101 D	Â
Common Stock (Dividend Reinvestment Plan)	06/13/2014	Â	J ⁽¹⁾	15 A	\$ 34.594	116 D	Â

Plan)

Common
Stock

(Dividend Reinvestment Plan)	09/15/2014	Â	J ⁽¹⁾	18	A	\$ 31.088	134	D	Â
------------------------------	------------	---	------------------	----	---	-----------	-----	---	---

Common
Stock

(Dividend Reinvestment Plan)	12/15/2014	Â	J ⁽¹⁾	20	A	\$ 30.341	154	D	Â
------------------------------	------------	---	------------------	----	---	-----------	-----	---	---

Common
Stock

Â	Â	Â	Â	Â	Â	Â	6,796 ⁽²⁾	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 S B O E I S F I
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	-------------------------

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

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HARLAN M ANN
2688 COLCHESTER ROAD
CLEVELAND HEIGHTS, OH 44106

Â X Â Â Â

Signatures

M. Ann Harlan BY: /s/Brigette A. Burnell
Attorney-in-Fact

02/17/2015

__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 dividend reinvestment.

(2) Includes 6,562 shares acquired through an exempt non-employee Directors' Compensation Plan.

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.