

GORMAN RUPP CO
Form POS EX
September 24, 2008

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As filed with the Securities and Exchange Commission on September 24, 2008

Registration No. 333-105682

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

**POST EFFECTIVE AMENDMENT NO. 2
TO
FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933**

THE GORMAN-RUPP COMPANY
(Exact name of Registrant as specified in its Charter)

OHIO
(State or other jurisdiction of
incorporation or organization)

34-0253990
(I.R.S. Employer Identification No.)

305 Bowman Street, Mansfield, Ohio 44903
(Address of principal executive offices including zip code)

THE GORMAN-RUPP COMPANY 401(k) PLAN
(Full Title of the Plan)

Robert E. Kirkendall, Senior Vice President and Chief Financial Officer
The Gorman-Rupp Company
305 Bowman Street, Mansfield Ohio 44903
(Name and address of Agent for Service)

(419) 755-1011
(Telephone number, including area code of Agent for Service)

This Post Effective Amendment No. 2 is being filed solely to add an exhibit to the Registration Statement. Pursuant to Rules 462(d) and 464 of Regulation C under the Securities Act of 1933, as amended, this Post Effective Amendment No. 2 shall become effective upon filing with the Securities and Exchange Commission.

The Exhibit Index is located at Page 4.

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Part II

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EX-4(E)

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Part II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

4(e) Amendment No. 8 to The Gorman-Rupp Company 401(k) Plan (as Amended and Restated as of August 1, 2000)

24(b) Power of Attorney of the Company (included in Registration Statement No. 333-105682)

24(c) Power of Attorney of Directors and Officers (included in Registration Statement No. 333-105682)

SIGNATURES

The Registrant

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 2 to Registration Statement No. 333-105682 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mansfield, State of Ohio, on this 24th day of September, 2008.

THE GORMAN-RUPP COMPANY

By: *DAVID P. EMMENS
David P. Emmens,
Attorney-in-Fact

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Pursuant to the requirements of the Securities Act of 1933, this Post Effective Amendment No. 2 to Registration Statement No. 333-105682 has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|---|--|-----------------------|
| *JEFFREY S. GORMAN Jeffrey S. Gorman | President, Principal Executive Officer and Director | September 24, 2008 |
| *ROBERT E. KIRKENDALL Robert E. Kirkendall | Senior Vice President and Principal Financial and Accounting Officer | September 24, 2008 |
| *JAMES C. GORMAN James C. Gorman | Director | September 24, 2008 |
| *THOMAS E. HOAGLIN Thomas E. Hoaglin | Director | September 24, 2008 |
| *CHRISTOPHER H. LAKE Christopher H. Lake | Director | September 24, 2008 |
| *PETER B. LAKE Peter B. Lake | Director | September 24, 2008 |
| *RICK R. TAYLOR Rick R. Taylor | Director | September 24, 2008 |
| *W. WAYNE WALSTON W. Wayne Walston | Director | September 24, 2008 |

* The undersigned, by signing his name hereto, does sign and execute this Post Effective Amendment No. 2 to Registration Statement No. 333-105682 pursuant to Powers of Attorney executed by the Registrant and by the above-named officers and Directors of the Registrant and filed with the Securities and Exchange Commission on behalf of such Registrant, officers and Directors.

By: /s/ DAVID P. EMMENS
David P. Emmens,
Attorney-in-Fact

September 24, 2008

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| Exhibit Number | Exhibit Description | Page Number |
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| 4(e) | Amendment No. 8 to The Gorman-Rupp Company 401(k) Plan (as Amended and Restated as of August 1, 2000) | 5 |
| 24(b) | Power of Attorney of the Company (included in Registration Statement No. 333-105682) | N/A |
| 24(c) | Power of Attorney of Directors and Officers (included in Registration Statement No. 333-105682) | N/A |