

GORMAN JAMES CARVELL
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 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)
06/10/2008

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 10,000 | D | |
| Common Stock | 06/10/2008 | | L | V 8 | A \$ 40.8497 | 2,800,525 | I By family (1) |
| Common Stock | 06/30/2008 | | J | V 7 (2) | D (2) \$ 39.84 | 2,800,518 | I By family (3) |
| Common Stock | 07/01/2008 | | J | V 1 (4) | D (4) \$ 39.645 | 2,800,517 | I By family (5) |
| Common Stock | 09/30/2008 | | J | V 95 | A \$ 37.72 | 2,800,612 | I By family (6) |

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| | | | | | | | | | |
|---------------------------|------------|---|---|----|---|----------|---------|---|--------------------------|
| Common Stock (401-K Plan) | 06/30/2008 | J | V | 17 | A | \$ 39.84 | 8,219 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 09/30/2008 | J | V | 41 | A | \$ 37.72 | 8,260 | I | By 401-K Trust |
| Common Stock | | | | | | | 635,518 | I | By James C. Gorman Trust |

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 1474 (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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| GORMAN JAMES CARVELL THE GORMAN-RUPP COMPANY 305 BOWMAN STREET MANSFIELD, OH 44903 | X | X | Chairman | |

Signatures

James C. Gorman BY: /s/David P. Emmens
Attorney-in-Fact

12/19/2008

__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) Includes 565,613 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 450,956 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,783,956 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) Common shares in the Gorman-Rupp Stock Fund in the Company's 401-K Trust, held by a member of Mr. Gorman's immediate family, 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 that immediate family members account in the 401-K Trust. However, no shares were actually sold or disposed of by the immediate family member.
- (3) Includes 565,613 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 450,956 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,783,949 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) Common shares in the Gorman-Rupp Stock Fund in the Company's Company Stock Plan, held by a member of Mr. Gorman's immediate family, were transferred from the Company Stock Plan to common stock holdings, less the equivalent of one share distributed as cash as a result of a fractional interest.
- (5) Includes 565,613 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 450,956 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,783,948 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.
- (6) Includes 565,613 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 450,956 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,784,043 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. 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.