

GORMAN RUPP CO  
Form 5  
February 14, 2014

# 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 \*  
GORMAN JAMES CARVELL

(Last) (First) (Middle)

THE GORMAN-RUPP COMPANY, 600 SOUTH AIRPORT ROAD

(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)  
12/31/2013

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)  
Chairman

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                    | 12/10/2013                           | Â  | J <sup>(1)</sup>               | 155,549 A   | \$ 0 <sup>(2)</sup> 777,747  | I  | By James C. Gorman Trust                              |
| Common Stock                    | 03/13/2013                           | Â  | J <sup>(3)</sup>               | 195 A   | \$ 29.268 3,646,901  | I  | By family <sup>(4)</sup>                              |
|                                 | 03/31/2013                           | Â  | J <sup>(5)</sup>               | 204 A   | \$ 30.05 3,647,105   | I  |   |

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|                           |            |   |              |         |   |                 |           |   |                       |
|---------------------------|------------|---|--------------|---------|---|-----------------|-----------|---|-----------------------|
| Common Stock              |            |   |              |         |   |                 |           |   | By family <u>(6)</u>  |
| Common Stock              | 06/13/2013 | Â | <u>J(3)</u>  | 189     | A | \$ 29,494       | 3,647,294 | I | By family <u>(7)</u>  |
| Common Stock              | 06/30/2013 | Â | <u>J(5)</u>  | 119     | A | \$ 31.84        | 3,647,413 | I | By family <u>(8)</u>  |
| Common Stock              | 09/13/2013 | Â | <u>J(3)</u>  | 162     | A | \$ 38.451       | 3,647,575 | I | By family <u>(9)</u>  |
| Common Stock              | 09/30/2013 | Â | <u>J(5)</u>  | 396     | A | \$ 40.13        | 3,647,971 | I | By family <u>(10)</u> |
| Common Stock              | 12/10/2013 | Â | <u>J(1)</u>  | 911,979 | A | \$ 0 <u>(2)</u> | 4,559,950 | I | By family <u>(11)</u> |
| Common Stock              | 12/10/2013 | Â | <u>J(3)</u>  | 196     | A | \$ 32.542       | 4,560,146 | I | By family <u>(12)</u> |
| Common Stock              | 12/31/2013 | Â | <u>J(5)</u>  | 127     | A | \$ 33.43        | 4,560,273 | I | By family <u>(13)</u> |
| Common Stock (401-K Plan) | 03/31/2013 | Â | <u>J(5)</u>  | 58      | A | \$ 30.05        | 7,998     | I | By 401-K Trust        |
| Common Stock (401-K Plan) | 06/30/2013 | Â | <u>J(5)</u>  | 36      | A | \$ 31.84        | 8,034     | I | By 401-K Trust        |
| Common Stock (401-K Plan) | 09/30/2013 | Â | <u>J(5)</u>  | 95      | A | \$ 40.13        | 8,129     | I | By 401-K Trust        |
| Common Stock (401-K Plan) | 12/10/2013 | Â | <u>J(5)</u>  | 2,032   | A | \$ 0 <u>(2)</u> | 10,161    | I | By 401-K Trust        |
| Common Stock (401-K Plan) | 12/18/2013 | Â | <u>J(14)</u> | 654     | D | \$ 30.2         | 9,507     | I | By 401-K Trust        |
| Common Stock (401-K Plan) | 12/31/2013 | Â | <u>J(5)</u>  | 61      | A | \$ 33.43        | 9,568     | I | By 401-K Trust        |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270  
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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. Price of Underlying Security (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title or Number of Shares                                     |  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |            |       |
|--|---------------|-----------|------------|-------|
|  | Director      | 10% Owner | Officer    | Other |
| GORMAN JAMES CARVELL<br>THE GORMAN-RUPP COMPANY<br>600 SOUTH AIRPORT ROAD<br>MANSFIELD, OH 44903 | Â X           | Â X       | Â Chairman | Â     |

## Signatures

James C. Gorman BY: /s/David P. Emmens  
Attorney-in-Fact 02/14/2014

\_\_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 a 5-for-4 split of the common shares.
- (2) As of December 10, 2013, the amount of common shares beneficially owned was increased due to a 5-for-4 split of the common shares.
- (3) Shares acquired through dividend reinvestment.  
Includes 553,036 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,530,172 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.
- (5) Shares acquired under GRC 401(k) Plan.  
Includes 553,036 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,530,376 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.
- (7)

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Includes 553,036 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,530,565 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.

(8) Includes 553,036 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,530,684 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.

(9) Includes 553,036 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,530,846 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.

(10) Includes 553,036 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,531,242 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.

(11) Includes 691,295 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,164,040 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.

(12) Includes 691,295 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,164,236 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.

(13) Includes 691,295 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,164,363 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.

(14) Distribution of cash equivalent of 654 common shares required to be made by internal revenue code due to reporting person being over age 70 1/2.

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.