

Woodman Barbara A
 Form 5
 February 08, 2019

FORM 5

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

OMB APPROVAL

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 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 *
Woodman Barbara A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 VP, Human Resources

(Last) (First) (Middle)
600 SOUTH AIRPORT ROAD
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

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

6. Individual or Joint/Group Reporting (check applicable line)

MANSFIELD, OH 44903

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) | (A) or (D) | Price | 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 (401-K Plan) | 12/31/2018 | Â | J ⁽¹⁾ | 8 | A | \$ 32.41 | 122 | I | By 401-K Trust |
| Common Stock (Company Stock Plan) | 03/02/2018 | Â | L | 20 | A | \$ 27.73 | 748 | D | Â |
| Common | 03/13/2018 | Â | L | 3 | A | \$ | 751 | D | Â |

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| | | | | | | | | | |
|--|------------|---|---|----|---|----------|-------|---|---|
| Stock (Company Stock Plan) | | | | | | | 30.43 | | |
| Common Stock (Company Stock Plan) | 04/04/2018 | Â | L | 19 | A | \$ 28.83 | 770 | D | Â |
| Common Stock (Company Stock Plan) | 05/02/2018 | Â | L | 17 | A | \$ 32.02 | 787 | D | Â |
| Common Stock (Company Stock Plan) | 06/04/2018 | Â | L | 17 | A | \$ 33.58 | 804 | D | Â |
| Common Stock (Company Stock Plan) | 06/12/2018 | Â | L | 3 | A | \$ 33.2 | 807 | D | Â |
| Common Stock (Company Stock Plan) | 07/05/2018 | Â | L | 17 | A | \$ 34.8 | 824 | D | Â |
| Common Stock (Company Stock Plan) | 08/02/2018 | Â | L | 15 | A | \$ 37.81 | 839 | D | Â |
| Common Stock (Company Stock Plan) | 09/05/2018 | Â | L | 16 | A | \$ 36.54 | 855 | D | Â |
| Common Stock (Company Stock Plan) | 09/12/2018 | Â | L | 3 | A | \$ 36.41 | 858 | D | Â |
| Common Stock (Company Stock Plan) | 10/02/2018 | Â | L | 16 | A | \$ 36.82 | 874 | D | Â |
| Common Stock (Company Stock Plan) | 11/02/2018 | Â | L | 16 | A | \$ 34.92 | 890 | D | Â |
| Common Stock | 12/04/2018 | Â | L | 17 | A | \$ 33.33 | 907 | D | Â |

(Company
Stock Plan)

Common
Stock
(Company
Stock Plan) 12/12/2018 Â L 55 A \$ 34.2 962 D Â

Common
Stock
(Company
Stock Plan) 12/31/2018 Â L 18 A \$ 32.74 980 D Â

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

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(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 Se O Er Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Woodman Barbara A 600 SOUTH AIRPORT ROAD MANSFIELD, OH 44903 | Â | Â | Â VP, Human Resources | Â |

Signatures

Barbara A. Woodman BY: /s/Brigette A. Burnell 02/08/2019
Attorney-in-Fact

__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 under GRC 401(k) Plan.

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