

GORMAN RUPP CO
Form 5
February 16, 2016

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

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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 *
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)
12/31/2015

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	10/01/2015	^	G	2,000 D \$ 0 ⁽¹⁾	757,112	I	By James C. Gorman Trust
Common Stock	12/18/2015	^	G	30,310 D \$ 0 ⁽¹⁾	726,802	I	By James C. Gorman Trust

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Common Stock	12/18/2015	Â	G	900	D	\$ 0 ⁽¹⁾	725,902	I	By James C. Gorman Trust
Common Stock	12/23/2015	Â	W	691,295	A	\$ 0 ⁽²⁾	1,417,197	I	By James C. Gorman Trust
Common Stock	12/23/2015	Â	G	64,500	D	\$ 0 ⁽¹⁾	1,352,697	I	By James C. Gorman Trust
Common Stock (401-K Plan)	06/30/2015	Â	J ⁽³⁾	62	A	\$ 28.08	9,040	I	By 401-K Trust
Common Stock (401-K Plan)	09/30/2015	Â	J ⁽³⁾	73	A	\$ 23.97	9,113	I	By 401-K Trust
Common Stock (401-K Plan)	10/30/2015	Â	J ⁽⁴⁾	926	D	\$ 28.59	8,187	I	By 401-K Trust
Common Stock (401-K Plan)	12/31/2015	Â	J ⁽³⁾	60	A	\$ 26.73	8,247	I	By 401-K Trust
Common Stock	06/15/2015	Â	J ⁽⁵⁾	259	A	\$ 29.24	4,578,851	I	By family ⁽⁶⁾
Common Stock	06/30/2015	Â	J ⁽³⁾	196	A	\$ 28.08	4,579,047	I	By family ⁽⁷⁾
Common Stock	09/15/2015	Â	J ⁽⁵⁾	319	A	\$ 23.03	4,579,366	I	By family ⁽⁸⁾
Common Stock	09/30/2015	Â	J ⁽³⁾	241	A	\$ 23.97	4,579,607	I	By family ⁽⁹⁾
Common Stock	12/15/2015	Â	J ⁽⁵⁾	260	A	\$ 28.18	4,579,867	I	By family ⁽¹⁰⁾
Common Stock	12/18/2015	Â	G	30,310	A	\$ 0 ⁽¹¹⁾	4,610,177	I	By family ⁽¹²⁾
Common Stock	12/23/2015	Â	W	691,295	D	\$ 0 ⁽¹³⁾	3,918,882	I	By family ⁽¹⁴⁾
Common Stock	12/31/2015	Â	J ⁽³⁾	139	A	\$ 26.73	3,919,021	I	By family ⁽¹⁵⁾

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by members of Mr. Gorman's immediate family. Mr. Gorman disclaims beneficial ownership of all of the shares referred to in this footnote.

(7) 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 3,183,137 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 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 3,183,456 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 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 3,183,697 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 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 3,183,957 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) Bona fide gift received without consideration.

(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 3,214,267 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) The shares were transferred to the reporting person from the Marjorie N. Gorman Trust by will or through the laws of descent and distribution.

(14) Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,214,267 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.

(15) Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,214,406 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.

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