

GORMAN RUPP CO  
Form 5  
February 16, 2016

# FORM 5

**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).  
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                           | Â  | G                              | 2,000 D \$ 0 (1)  | 757,112  | I  | By James C. Gorman Trust                              |
| Common Stock                    | 12/18/2015                           | Â  | 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 <sup>(1)</sup>  | 725,902   | I | By James C. Gorman Trust  |
| Common Stock              | 12/23/2015 | Â | W                | 691,295 | A | \$ 0 <sup>(2)</sup>  | 1,417,197 | I | By James C. Gorman Trust  |
| Common Stock              | 12/23/2015 | Â | G                | 64,500  | D | \$ 0 <sup>(1)</sup>  | 1,352,697 | I | By James C. Gorman Trust  |
| Common Stock (401-K Plan) | 06/30/2015 | Â | J <sup>(3)</sup> | 62      | A | \$ 28.08             | 9,040     | I | By 401-K Trust            |
| Common Stock (401-K Plan) | 09/30/2015 | Â | J <sup>(3)</sup> | 73      | A | \$ 23.97             | 9,113     | I | By 401-K Trust            |
| Common Stock (401-K Plan) | 10/30/2015 | Â | J <sup>(4)</sup> | 926     | D | \$ 28.59             | 8,187     | I | By 401-K Trust            |
| Common Stock (401-K Plan) | 12/31/2015 | Â | J <sup>(3)</sup> | 60      | A | \$ 26.73             | 8,247     | I | By 401-K Trust            |
| Common Stock              | 06/15/2015 | Â | J <sup>(5)</sup> | 259     | A | \$ 29.24             | 4,578,851 | I | By family <sup>(6)</sup>  |
| Common Stock              | 06/30/2015 | Â | J <sup>(3)</sup> | 196     | A | \$ 28.08             | 4,579,047 | I | By family <sup>(7)</sup>  |
| Common Stock              | 09/15/2015 | Â | J <sup>(5)</sup> | 319     | A | \$ 23.03             | 4,579,366 | I | By family <sup>(8)</sup>  |
| Common Stock              | 09/30/2015 | Â | J <sup>(3)</sup> | 241     | A | \$ 23.97             | 4,579,607 | I | By family <sup>(9)</sup>  |
| Common Stock              | 12/15/2015 | Â | J <sup>(5)</sup> | 260     | A | \$ 28.18             | 4,579,867 | I | By family <sup>(10)</sup> |
| Common Stock              | 12/18/2015 | Â | G                | 30,310  | A | \$ 0 <sup>(11)</sup> | 4,610,177 | I | By family <sup>(12)</sup> |
| Common Stock              | 12/23/2015 | Â | W                | 691,295 | D | \$ 0 <sup>(13)</sup> | 3,918,882 | I | By family <sup>(14)</sup> |
| Common Stock              | 12/31/2015 | Â | J <sup>(3)</sup> | 139     | A | \$ 26.73             | 3,919,021 | I | By family <sup>(15)</sup> |

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

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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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                | (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<br>THE GORMAN-RUPP COMPANY<br>600 SOUTH AIRPORT ROAD<br>MANSFIELD, OH 44903 | X             | X         | Chairman |       |

## Signatures

James C. Gorman BY: /s/Brigitte A. Burnell      02/16/2016  
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) Bona fide gift made without consideration.
- (2) The shares were acquired by the reporting person by will or through the laws of descent and distribution. Prior to the acquisition, the shares were reported as held indirectly by family.
- (3) Shares acquired under GRC 401(k) Plan.
- (4) Distribution of cash equivalent of 926 common shares required to be made by internal revenue code due to reporting person being over age 70 1/2.
- (5) Shares acquired through dividend reinvestment.
- (6) 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 3,182,941 shares beneficially owned

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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.

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.