

GORMAN JAMES CARVELL
 Form 5
 February 09, 2018

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)
12/31/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 01/04/2017 | Â | G | 3,915 D \$ 0 | 1,278,107 | I | By James C. Gorman Trust |
| Common Stock | 11/15/2017 | Â | G | 900 D \$ 0 | 1,277,207 | I | By James C. Gorman Trust |

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| | | | | | | | | | |
|---------------------------|------------|---|--------------|-------|---|----------|-----------|---|--------------------------|
| Common Stock | 11/27/2017 | Â | G | 219 | D | \$ 0 | 1,276,988 | I | By James C. Gorman Trust |
| Common Stock (401-K Plan) | 03/31/2017 | Â | <u>J(1)</u> | 58 | A | \$ 31.4 | 7,907 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 06/30/2017 | Â | <u>J(1)</u> | 78 | A | \$ 25.47 | 7,985 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 09/30/2017 | Â | <u>J(1)</u> | 44 | A | \$ 32.57 | 8,029 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 12/05/2017 | Â | <u>J(2)</u> | 794 | D | \$ 31.89 | 7,235 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 12/31/2017 | Â | <u>J(1)</u> | 63 | A | \$ 31.21 | 7,298 | I | By 401-K Trust |
| Common Stock | 01/04/2017 | Â | G | 3,915 | A | \$ 0 | 3,929,913 | I | By family <u>(3)</u> |
| Common Stock | 03/01/2017 | Â | <u>S4(4)</u> | 8 | D | \$ 31.76 | 3,929,905 | I | By family <u>(5)</u> |
| Common Stock | 03/15/2017 | Â | <u>J(6)</u> | 283 | A | \$ 32 | 3,930,188 | I | By family <u>(7)</u> |
| Common Stock | 03/23/2017 | Â | <u>S4(8)</u> | 50 | D | \$ 30.15 | 3,930,138 | I | By family <u>(9)</u> |
| Common Stock | 03/31/2017 | Â | <u>J(1)</u> | 173 | A | \$ 31.4 | 3,930,311 | I | By family <u>(10)</u> |
| Common Stock | 06/14/2017 | Â | <u>J(6)</u> | 352 | A | \$ 25.73 | 3,930,663 | I | By family <u>(11)</u> |
| Common Stock | 06/30/2017 | Â | <u>J(1)</u> | 326 | A | \$ 25.47 | 3,930,989 | I | By family <u>(12)</u> |
| Common Stock | 09/12/2017 | Â | <u>J(6)</u> | 302 | A | \$ 30.28 | 3,931,291 | I | By family <u>(13)</u> |
| Common Stock | 09/30/2017 | Â | <u>J(1)</u> | 104 | A | \$ 32.57 | 3,931,395 | I | By family <u>(14)</u> |
| | 12/12/2017 | Â | <u>J(6)</u> | 316 | A | | 3,931,711 | I | |

| | | | | | | | | | |
|--------------|------------|---|------------------|-----|---|----------|-----------|---|----------------|
| Common Stock | | | | | | \$ 31.49 | | | By family (15) |
| Common Stock | 12/31/2017 | Â | J ⁽¹⁾ | 226 | A | \$ 31.21 | 3,931,937 | I | By family (16) |

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.

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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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

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

Signatures

James C. Gorman BY: /s/Brigitte A. Burnell
Attorney-in-Fact
02/09/2018

__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.
- (2) Distribution of cash equivalent of 794 common shares required to be made by internal revenue code due to reporting person being over age 70 1/2.
- (3)

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Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,225,298 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) Shares sold on March 1, 2017 are being reported late due to an inadvertent clerical error.

Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (5) 3,225,290 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) Shares acquired through dividend reinvestment.

Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (7) 3,225,573 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) Shares sold on March 23, 2017 are being reported late due to an inadvertent clerical error.

Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (9) 3,225,523 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.

Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (10) 3,225,696 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.

Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (11) 3,226,048 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.

Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (12) 3,226,374 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.

Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (13) 3,226,676 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.

Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (14) 3,226,780 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.

Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (15) 3,227,096 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.

Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (16) 3,227,322 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.