

GORMAN RUPP CO
Form 5
February 11, 2008

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, 305 BOWMAN STREET

(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)
12/31/2007

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) | (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 | 12/10/2007 | Â | J | 1,250 ⁽¹⁾ | A | \$ 30.9786 | 6,250 | D | Â |
| Common Stock | 12/10/2007 | Â | J | 127,103 ⁽¹⁾ | A | \$ 30.9786 | 635,518 | I | By James C. Gorman Trust |
| | 09/30/2007 | Â | J | 41 ⁽²⁾ | | \$ 33.1 | 2,263,789 | I | |

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| | | | | | | | | | |
|---------------------------|------------|---|---|----------------|----------|------------|-----------|---|----------------|
| Common Stock | | | | | D (2) | | | | By family (3) |
| Common Stock | 12/10/2007 | Â | J | 530,234 (1) | A | \$ 30.9786 | 2,794,023 | I | By family (4) |
| Common Stock | 12/10/2007 | Â | L | 29 | A | \$ 30.9786 | 2,794,052 | I | By family (5) |
| Common Stock | 12/31/2007 | Â | J | 22 | A | \$ 31.2 | 2,794,074 | I | By family (6) |
| Common Stock (401-K Plan) | 11/14/2007 | Â | J | 375 | D | \$ 40.865 | 6,498 (7) | I | By 401-K Trust |
| Common Stock (401-K Plan) | 12/10/2007 | Â | J | 1,625 (1) | A | \$ 30.9786 | 8,123 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 12/31/2007 | Â | J | 38 | A | \$ 31.2 | 8,161 | I | By 401-K Trust |

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.

SEC 2270 (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 B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (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
THE GORMAN-RUPP COMPANY ^ X ^ X ^ Chairman ^
305 BOWMAN STREET
MANSFIELD, ^ OH ^ 44903

Signatures

/s/James C. 02/11/2008
Gorman

__Signature of Date
Reporting Person

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) As of December 10, 2007, the amount of common shares beneficially owned was increased due to a 5-for-4 split of the common shares.
- (2) Common shares in the Gorman-Rupp Stock Fund in the Company's 401-K Trust, held by a member of Mr. Gorman's immediate family, are accounted for by applying the unitized method of accounting. During this reported period, the changes in stock market prices resulted in a net reduction of the unitized number of common shares in that immediate family members account in the 401-K Trust. However, no shares were actually sold or disposed of by the immediate family member.
- (3) Includes 452,491 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 360,766 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,450,532 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) Includes 565,613 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 450,956 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,777,454 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) Includes 565,613 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 450,956 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,777,483 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) Includes 565,613 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 450,956 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,777,505 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) Balance reflects distribution of cash equivalent of 375 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.