

Knabel Wayne L
 Form 5
 February 14, 2013

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 *
 Knabel Wayne L

(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)
 12/31/2012

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)
 Chief Financial Officer

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)
				(A) or (D) Amount Price			
Common Stock	01/03/2012	^	J ⁽¹⁾	50 A \$ ⁽²⁾	2,616	D	^
Common Stock	03/14/2012	^	L	8 A \$ 29.774	2,624	D	^
Common Stock	06/13/2012	^	L	9 A \$ 28.3412	2,633	D	^
	09/13/2012	^	L	9 A \$ 27.633	2,642	D	^

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Common Stock										
Common Stock	12/13/2012	Â	L	9	A	\$ 28.526	2,651	D	Â	
Common Stock (401-K Plan)	03/31/2012	Â	J ⁽³⁾	192	A	\$ 29.18	1,138	I		By 401-K Trust
Common Stock (401-K Plan)	06/30/2012	Â	J ⁽³⁾	54	A	\$ 29.8	1,192	I		By 401-K Trust
Common Stock (401-K Plan)	09/30/2012	Â	J ⁽³⁾	6	A	\$ 27	1,198	I		By 401-K Trust
Common Stock (401-K Plan)	12/31/2012	Â	J ⁽³⁾	3	A	\$ 29.83	1,201	I		By 401-K Trust
Common Stock (Company Stock Plan)	01/04/2012	Â	L	20	A	\$ 27.4055	825	D	Â	
Common Stock (Company Stock Plan)	01/31/2012	Â	L	17	A	\$ 31.4767	842	D	Â	
Common Stock (Company Stock Plan)	03/01/2012	Â	L	17	A	\$ 32.0589	859	D	Â	
Common Stock (Company Stock Plan)	03/14/2012	Â	L	3	A	\$ 29.774	862	D	Â	
Common Stock (Company Stock Plan)	04/09/2012	Â	L	19	A	\$ 29.3483	881	D	Â	
Common Stock (Company Stock Plan)	05/02/2012	Â	L	19	A	\$ 29.5558	900	D	Â	
Common Stock (Company Stock Plan)	06/05/2012	Â	L	20	A	\$ 27.2409	920	D	Â	

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Common Stock (Company Stock Plan)	06/13/2012	Â	L	3	A	\$ 28.3412	923	D	Â
Common Stock (Company Stock Plan)	07/03/2012	Â	L	19	A	\$ 28.6973	942	D	Â
Common Stock (Company Stock Plan)	07/31/2012	Â	L	19	A	\$ 29.7587	961	D	Â
Common Stock (Company Stock Plan)	09/05/2012	Â	L	20	A	\$ 27.5574	981	D	Â
Common Stock (Company Stock Plan)	09/13/2012	Â	L	3	A	\$ 27.633	984	D	Â
Common Stock (Company Stock Plan)	10/03/2012	Â	L	20	A	\$ 27.3421	1,004	D	Â
Common Stock (Company Stock Plan)	11/05/2012	Â	L	20	A	\$ 26.9628	1,024	D	Â
Common Stock (Company Stock Plan)	12/04/2012	Â	L	20	A	\$ 28.105	1,044	D	Â
Common Stock (Company Stock Plan)	12/13/2012	Â	L	4	A	\$ 28.526	1,048	D	Â
Common Stock (Dividend Reinvestment Plan)	01/03/2012	Â	<u>J</u> ⁽¹⁾	50	D	\$ <u>(2)</u>	1	D	Â

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. Price of Underlying Security (Instr. 6)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knabel Wayne L THE GORMAN-RUPP COMPANY 600 SOUTH AIRPORT ROAD MANSFIELD, OH 44903	^	^	^ Chief Financial Officer	^

Signatures

/s/Wayne L. Knabel 02/14/2013
 **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 transferred from the Dividend Reinvestment Plan to common stock holdings.
- (2) Transfer from a Dividend Reinvestment Plan to common stock holdings made without consideration.
- (3) Shares acquired under GRC 401(k) Plan.

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