

GORMAN RUPP CO

Form 5

February 16, 2016

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**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

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
GORMAN JAMES CARVELL

(Last)

(First)

(Middle)

THE GORMAN-RUPP  
COMPANY, 600 SOUTH  
AIRPORT ROAD

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
GORMAN RUPP CO [GRC]3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20155. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman

MANSFIELD, OH 44903

4. If Amendment, Date Original  
Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person

(City)

(State)

(Zip)

**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)
				Amount	(A) or (D)	Price			
Common Stock	10/01/2015	Â	G	2,000	D	\$ 0 <u>(1)</u>	757,112	I	By James C. Gorman Trust
Common Stock	12/18/2015	Â	G	30,310	D	\$ 0 <u>(1)</u>	726,802	I	By James C. Gorman Trust

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

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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 Bo O Er 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 600 SOUTH AIRPORT ROAD MANSFIELD, OH 44903	Â X	Â X	Â Chairman	Â

## Signatures

James C. Gorman BY: /s/Brigette A. Burnell  
Attorney-in-Fact 02/16/2016

\*\*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.