

GORMAN JAMES CARVELL
Form 4
September 13, 2011

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GORMAN JAMES CARVELL

2. Issuer Name and Ticker or Trading Symbol
GORMAN RUPP CO [GRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
THE GORMAN-RUPP
COMPANY, 600 SOUTH AIRPORT
ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2011

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

(Street)
MANSFIELD, OH 44903

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/10/2011		J	V	155,216 ⁽¹⁾	A	\$ 30.9058	776,080	I	By James C. Gorman Trust
Common Stock	08/11/2011		G	V	133,330	D	\$ 27.72	642,750	I	By James C. Gorman Trust
Common Stock	03/31/2011		J	V	10	A	\$ 39.39	2,800,174	I	By family ⁽²⁾

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Common Stock	06/10/2011	J	V	700,028 (1)	A	\$ 30.9058	3,500,202	I	By family (3)
Common Stock	06/30/2011	J	V	72	A	\$ 32.94	3,500,274	I	By family (4)
Common Stock	08/11/2011	G	V	133,330	A	\$ 27.72	3,633,604	I	By family (5)
Common Stock (401-K Plan)	03/31/2011	J	V	29	A	\$ 39.39	7,111	I	By 401-K Trust
Common Stock (401-K Plan)	06/10/2011	J	V	1,778 (1)	A	\$ 30.9058	8,889	I	By 401-K Trust
Common Stock (401-K Plan)	06/30/2011	J	V	37	A	\$ 32.94	8,926	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.

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(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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

GORMAN JAMES CARVELL
THE GORMAN-RUPP COMPANY
600 SOUTH AIRPORT ROAD
MANSFIELD, OH 44903

X

X

Chairman

Signatures

James C. Gorman BY: /s/David P. Emmens
Attorney-in-Fact

09/13/2011

__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) As of June 10, 2011, the amount of common shares beneficially owned was increased due to a 5-for-4 split of the common shares.

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 1,783,605 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.

(3) Includes 707,016 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,229,493 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 707,016 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,229,565 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 573,686 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 563,693 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 2,496,225 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 is insufficient, *see* Instruction 6 for procedure.

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