

GORMAN JEFFREY S

Form 5

February 09, 2018

**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 JEFFREY S

(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)  
12/31/20175. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

President &amp; CEO

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

6. Individual or Joint/Group Reporting

(check applicable line)

MANSFIELD, OH 44903

(City) (State) (Zip)

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at<br>end of<br>Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common<br>Stock<br>(401-K<br>Plan)    | 03/31/2017                              | Â   | J <sup>(1)</sup>                        | 173 A \$ 31.4   | 58,285   | I   | By 401-K<br>Trust   |
| Common<br>Stock<br>(401-K             | 06/30/2017                              | Â   | J <sup>(1)</sup>                        | 326 A \$<br>25.47   | 58,611   | I   | By 401-K<br>Trust   |

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|                           |            |   |                  |       |   |          |         |   |  |
|---------------------------|------------|---|------------------|-------|---|----------|---------|---|--|
| Plan)                     |            |   |                  |       |   |          |         |   |  |
| Common Stock (401-K Plan) | 09/30/2017 | Â | J <sup>(1)</sup> | 104   | A | \$ 104   | 58,715  | I | By 401-K Trust   |
| Common Stock (401-K Plan) | 12/31/2017 | Â | J <sup>(1)</sup> | 226   | A | \$ 31.21 | 58,941  | I | By 401-K Trust   |
| Common Stock              | 01/04/2017 | Â | G                | 2,610 | A | \$ 0     | 753,306 | I | By family <sup>(2)</sup>                                   |
| Common Stock              | 01/04/2017 | Â | G                | 435   | A | \$ 0     | 641,206 | I | By Jeffrey S. Gorman Trust (BR) <sup>(3)</sup>             |
| Common Stock              | 01/04/2017 | Â | G                | 435   | A | \$ 0     | 123,266 | I | By Michele S. Gorman Trust (BR) <sup>(4)</sup>             |
| Common Stock              | 01/04/2017 | Â | G                | 870   | D | \$ 0     | 11,091  | I | By Jeffrey S. Gorman Trust (ML) <sup>(3)</sup>             |
| Common Stock              | 01/04/2017 | Â | G                | 870   | D | \$ 0     | 10,971  | I | By Michele S. Gorman Trust (ML) <sup>(4)</sup>             |
| Common Stock              | Â          | Â | Â                | Â     | Â | Â        | 125,000 | I | By 2011 Jeffrey S. Gorman Trust (Mechanics) <sup>(3)</sup> |

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 | 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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|

|   |     |                     |                    |       |  |  |
|---|-----|---------------------|--------------------|-------|--|--|
| Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |     |                     |                    |       |  |  |
| (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |  |

Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| GORMAN JEFFREY S<br>THE GORMAN-RUPP COMPANY<br>600 SOUTH AIRPORT ROAD<br>MANSFIELD, OH 44903 | X             |           | President & CEO |       |

Signatures

Jeffrey S. Gorman BY: /s/Brigette 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) Includes 636,485 shares owned by his children and 116,821 shares held in trust in which Mr. Gorman has a beneficial interest. Mr. Gorman disclaims beneficial ownership of all the shares referred to in this footnote.
  - (3) Shares held by the Jeffrey S. Gorman Trust (a revocable trust of which Jeffrey S. Gorman is sole trustee) for estate planning purposes.
  - (4) Shares held by the Michele S. Gorman Trust (a revocable trust of which Mr. Gorman's wife is sole trustee) for estate planning purposes.
- 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.