

GORMAN JEFFREY S  
Form 4  
December 19, 2008

**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 JEFFREY S

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, 305 BOWMAN STREET

3. Date of Earliest Transaction (Month/Day/Year)  
06/10/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

(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                    | 07/01/2008                           |  | J                              | V 3,145 (1)   | A \$ 39.645 28,277  | D  |  |
| Common Stock (401-K Plan)       | 06/30/2008                           |  | J                              | V 7 (2)   | D (2) \$ 39.84 32,626   | I  | By 401-K Trust                             |
| Common Stock (401-K Plan)       | 09/30/2008                           |  | J                              | V 95  | A \$ 37.72 32,721   | I  | By 401-K Trust                             |

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|                                   |            |   |   |                             |   |            |         |   |   |
|-----------------------------------|------------|---|---|-----------------------------|---|------------|---------|---|---|
| Common Stock (Company Stock Plan) | 06/10/2008 | L | V | 8                           | A | \$ 40.8497 | 3,146   | D |   |
| Common Stock (Company Stock Plan) | 07/01/2008 | L | V | <u>3,146</u> <sup>(1)</sup> | D | \$ 39.645  | 0       | D |   |
| Common Stock                      |            |   |   |                             |   |            | 298,413 | I | By family <sup>(3)</sup>                  |
| Common Stock                      |            |   |   |                             |   |            | 524,281 | I | By Jeffrey S. Gorman Trust <sup>(4)</sup> |
| Common Stock                      |            |   |   |                             |   |            | 72,799  | I | By Michele S. Gorman Trust <sup>(5)</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 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 Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director   10% Owner   Officer   Other

GORMAN JEFFREY S  
 THE GORMAN-RUPP COMPANY  
 305 BOWMAN STREET  
 MANSFIELD, OH 44903

X                      President & CEO

## Signatures

/s/Jeffrey S.  
 Gorman    12/19/2008

\_\_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) Shares transferred from the Company Stock Plan to common stock holdings, less the equivalent of one share distributed in cash as a result of a fractional share.  
  
Common shares in the Gorman-Rupp Stock Fund in the Company's 401-K Trust are accounted for by applying the unitized method of
  - (2) accounting. During this reported period, the changes in stock market prices resulted in a net reduction of the unitized number of common shares in Mr. Gorman's account in the 401-K Trust. However, no shares were actually sold or disposed of by Mr. Gorman.
  - (3) Includes 223,647 shares owned by Mr. Gorman's children and 74,766 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.
  - (4) Shares held by the Jeffrey S. Gorman Trust (a revocable trust of which Jeffrey S. Gorman is sole trustee) for estate planning purposes.
  - (5) 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 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.