

GORMAN RUPP CO  
Form 4  
May 11, 2007

**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

(Last) (First) (Middle)

THE GORMAN-RUPP  
COMPANY, 305 BOWMAN  
STREET

(Street)

MANSFIELD, OH 44903

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/10/2007

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)  
Chairman

6. Individual or Joint/Group Filing(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 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) |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                   |                                      |  |                                | (A) or (D)<br>Code V Amount Price                                 |   |  |  |
| Common Stock                      | 02/26/2007                           |  | G                              | V 5,000 D \$ 30.585   | 5,000   | D  |  |
| Common Stock (Company Stock Plan) | 01/10/2007                           |  | L                              | V 15 A \$ 40.2457   | 2,258,204   | I  | By family (1)                              |
| Common Stock (Company Stock Plan) | 02/09/2007                           |  | L                              | V 15 A \$ 39.7802   | 2,258,219   | I  | By family (2)                              |

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|                                      |            |  |   |   |       |   |            |           |   |                                   |
|--------------------------------------|------------|--|---|---|-------|---|------------|-----------|---|-----------------------------------|
| Common Stock                         | 02/26/2007 |  | G | V | 5,000 | A | \$ 30.585  | 2,263,219 | I | By family<br><u>(3)</u>           |
| Common Stock<br>(Company Stock Plan) | 03/09/2007 |  | L | V | 31    | A | \$ 28.018  | 2,263,250 | I | By family<br><u>(4)</u>           |
| Common Stock                         | 03/31/2007 |  | J | V | 334   | A | \$ 32.03   | 2,263,584 | I | By family<br><u>(5)</u>           |
| Common Stock<br>(Company Stock Plan) | 04/10/2007 |  | L | V | 18    | A | \$ 31.8063 | 2,263,602 | I | By family<br><u>(6)</u>           |
| Common Stock<br>(401-K Plan)         | 03/31/2007 |  | J | V | 63    | A | \$ 32.03   | 6,819     | I | By 401-K<br>Trust                 |
| Common Stock                         |            |  |   |   |       |   |            | 508,415   | I | By James<br>C.<br>Gorman<br>Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)   |

# Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |          |       |
|---|---------------|-----------|----------|-------|
|   | Director      | 10% Owner | Officer  | Other |
| GORMAN JAMES CARVELL<br>THE GORMAN-RUPP COMPANY<br>305 BOWMAN STREET<br>MANSFIELD, OH 44903 | X             | X         | Chairman |       |

# Signatures

/s/James C.  
Gorman  
05/11/2007

\*\*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) Includes 452,491 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 360,766 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,444,947 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.
  - (2) Includes 452,491 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 360,766 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,444,962 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 452,491 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 360,766 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,449,962 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 452,491 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 360,766 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,449,993 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 452,491 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 360,766 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,450,327 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.
  - (6) Includes 452,491 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 360,766 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,450,345 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. 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.