

GORMAN JAMES CARVELL
 Form 5
 February 14, 2013

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

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

THE GORMAN-RUPP COMPANY, 600 SOUTH AIRPORT ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MANSFIELD, OH 44903

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 02/14/2012 | Â | G | 5,200 D \$ ⁽¹⁾ | 630,254 | I | By James C. Gorman Trust |
| Common Stock | 02/14/2012 | Â | G | 16,670 D \$ ⁽¹⁾ | 3,615,894 | I | By family ⁽²⁾ |
| | 02/14/2012 | Â | G | 21,870 A \$ ⁽³⁾ | 3,637,764 | I | |

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| | | | | | | | | | |
|---------------------------|------------|---|--------------|-------|---|---------------|-----------|---|-----------------------|
| Common Stock | | | | | | | | | By family <u>(4)</u> |
| Common Stock | 03/14/2012 | Â | <u>J(5)</u> | 168 | A | \$ 29.774 | 3,637,932 | I | By family <u>(6)</u> |
| Common Stock | 03/14/2012 | Â | G | 3,980 | D | \$ <u>(1)</u> | 3,633,952 | I | By family <u>(7)</u> |
| Common Stock | 03/14/2012 | Â | G | 3,980 | A | \$ <u>(3)</u> | 3,637,932 | I | By family <u>(8)</u> |
| Common Stock | 03/31/2012 | Â | <u>J(9)</u> | 111 | A | \$ 29.18 | 3,638,043 | I | By family <u>(10)</u> |
| Common Stock | 06/13/2012 | Â | <u>J(5)</u> | 199 | A | \$ 28.3412 | 3,638,242 | I | By family <u>(11)</u> |
| Common Stock | 06/30/2012 | Â | <u>J(9)</u> | 209 | A | \$ 29.8 | 3,638,451 | I | By family <u>(12)</u> |
| Common Stock | 09/13/2012 | Â | <u>J(5)</u> | 207 | A | \$ 27.633 | 3,638,658 | I | By family <u>(13)</u> |
| Common Stock | 09/30/2012 | Â | <u>J(9)</u> | 225 | A | \$ 27 | 3,638,883 | I | By family <u>(14)</u> |
| Common Stock | 12/13/2012 | Â | <u>J(5)</u> | 203 | A | \$ 28.526 | 3,639,086 | I | By family <u>(15)</u> |
| Common Stock | 12/31/2012 | Â | <u>J(9)</u> | 164 | A | \$ 29.83 | 3,639,250 | I | By family <u>(16)</u> |
| Common Stock (401-K Plan) | 03/31/2012 | Â | <u>J(9)</u> | 42 | A | \$ 29.18 | 8,439 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 06/30/2012 | Â | <u>J(9)</u> | 58 | A | \$ 29.8 | 8,497 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 09/30/2012 | Â | <u>J(9)</u> | 56 | A | \$ 27 | 8,553 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 11/13/2012 | Â | <u>J(17)</u> | 670 | D | \$ 26.78 | 7,883 | I | By 401-K Trust |
| Common Stock (401-K Plan) | 12/31/2012 | Â | <u>J(9)</u> | 57 | A | \$ 29.83 | 7,940 | 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.

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 B O E Is F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|

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/David P. Emmens
Attorney-in-Fact 02/14/2013

**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.
Includes 557,016 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 2,495,185 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) Bona fide gift received without consideration.
Includes 557,016 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 2,517,055 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)
- (4)

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- (5) Shares acquired through dividend reinvestment.
- Includes 557,016 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 2,517,223 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 553,036 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 2,517,223 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.
- (7)
- Includes 553,036 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 2,521,203 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)
- Shares acquired under GRC 401(k) Plan.
- (9)
- Includes 553,036 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 2,521,314 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 553,036 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 2,521,513 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)
- Includes 553,036 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 2,521,722 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.
- (12)
- Includes 553,036 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 2,521,929 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)
- Includes 553,036 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 2,522,154 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.
- (14)
- Includes 553,036 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 2,522,357 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 553,036 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 2,522,521 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.
- (16)
- (17) Distribution of cash equivalent of 670 common shares required to be made by internal revenue code due to reporting person being over age 70 1/2.

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.