

GORMAN JEFFREY S
Form 4
March 01, 2019

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, 600 SOUTH AIRPORT ROAD

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2019

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/04/2019		G	V	2,760	A	\$ 0	758,736	I	By family ⁽¹⁾
Common Stock	01/04/2019		G	V	460	A	\$ 0	642,131	I	By Jeffrey S. Gorman Trust (BR) ⁽²⁾
Common Stock	02/27/2019		A ⁽³⁾		1,946	A	\$ 0	644,077	I	By Jeffrey S. Gorman Trust (BR) ⁽²⁾
Common Stock	02/27/2019		F		564 ⁽⁴⁾	D	\$ 34.42	643,513	I	By Jeffrey S. Gorman

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Common Stock	01/04/2019		G	V	460	A	\$ 0	124,191	I	Trust (BR) ⁽²⁾ By Michele S. Gorman Trust (BR) ⁽⁵⁾
Common Stock	01/04/2019		G	V	920	D	\$ 0	9,306	I	By Jeffrey S. Gorman Trust (ML) ⁽²⁾
Common Stock	01/04/2019		G	V	920	D	\$ 0	9,186	I	By Michele S. Gorman Trust (ML) ⁽⁵⁾
Common Stock (401-K Plan)								63,409	I	By 401-K Trust
Common Stock								125,000	I	By 2011 Jeffrey S. Gorman Trust (Mechanics) ⁽²⁾

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

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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 (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
GORMAN JEFFREY S THE GORMAN-RUPP COMPANY 600 SOUTH AIRPORT ROAD MANSFIELD, OH 44903	X		President & CEO	

Signatures

Jeffrey S. Gorman BY: /s/Brigette A. Burnell
Attorney-in-Fact

03/01/2019

__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 641,915 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.
 - (2) Shares held by the Jeffrey S. Gorman Trust (a revocable trust of which Jeffrey S. Gorman is sole trustee) for estate planning purposes.
 - (3) Performance-based shares awarded under The Gorman-Rupp 2015 Omnibus Incentive Plan after achieving specific performance goals and vesting over the 2016-2018 performance period.
 - (4) Shares withheld for payment of tax liability.
 - (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.

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