GORMAN RUPP CO

Form 5

February 11, 2008

OMB APPROVAL FORM 5 **OMB**

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

3235-0362 Number: January 31, Expires: 2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **GORMAN JAMES CARVELL** Symbol GORMAN RUPP CO [GRC] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) _X_ Director _X__ 10% Owner _X_ Officer (give title Other (specify 12/31/2007 below) below) THE GORMAN-RUPP Chairman COMPANY, 305 BOWMAN

STREET

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MANSFIELD, OHÂ 44903

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(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. Securitie Disposed of (Instr. 3, 4 a	f (D)	uired (A) or	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	12/10/2007	Â	J		A	\$ 30.9786	6,250	D	Â	
Common Stock	12/10/2007	Â	J	127,103 (1)	A	\$ 30.9786	635,518	I	By James C. Gorman Trust	
	09/30/2007	Â	J	41 (2)		\$ 33.1	2,263,789	I		

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Common Stock					D (2)				By family (3)
Common Stock	12/10/2007	Â	J	530,234 (1)	A	\$ 30.9786	2,794,023	I	By family (4)
Common Stock	12/10/2007	Â	L	29	A	\$ 30.9786	2,794,052	I	By family (5)
Common Stock	12/31/2007	Â	J	22	A	\$ 31.2	2,794,074	I	By family (6)
Common Stock (401-K Plan)	11/14/2007	Â	J	375	D	\$ 40.865	6,498 (7)	I	By 401-K Trust
Common Stock (401-K Plan)	12/10/2007	Â	J	1,625 (1)	A	\$ 30.9786	8,123	I	By 401-K Trust
Common Stock (401-K Plan)	12/31/2007	Â	J	38	A	\$ 31.2	8,161	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	unt of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Unde	rlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Se
	Derivative				Securities			(Instr	. 3 and 4)		В
	Security				Acquired						О
					(A) or						Eı
					Disposed						Is
					of (D)						Fi
					(Instr. 3,						(I
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
					(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Reporting Owners 2

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GORMAN JAMES CARVELL THE GORMAN-RUPP COMPANY 305 BOWMAN STREET MANSFIELD, OHÂ 44903

X Â X Â Chairman Â

Signatures

/s/James C. 02/11/2008 Gorman

**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) As of December 10, 2007, the amount of common shares beneficially owned was increased due to a 5-for-4 split of the common shares
- Common shares in the Gorman-Rupp Stock Fund in the Company's 401-K Trust, held by a member of Mr. Gorman's immediate family, are accounted for by applying the unitzied method of accounting. During this reported period, the changes in stock market prices resulted in a net reduction of the unitized number of common shares in that immediate family members account in the 401-K Trust. However, no shares were actually sold or disposed of by the immediate family member.
- 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 1,450,532 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.
- Includes 565,613 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 450,956 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,777,454 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.
- Includes 565,613 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 450,956 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,777,483 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.
- Includes 565,613 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 450,956 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,777,505 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) Balance reflects distribution of cash equivalent of 375 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.

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