GORMAN JEFFREY S

Form 4

December 19, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GORMAN JEFFREY S**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

GORMAN RUPP CO [GRC]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director X_ Officer (give title

10% Owner _ Other (specify

THE GORMAN-RUPP COMPANY, 305 BOWMAN **STREET**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

06/10/2008

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

President & CEO

MANSFIELD, OH 44903

(City)	(State) (Zip) Ta	ole I - Non-Derivative Securities Acquired, l	Disposed of, or Beneficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, is any (Month/Day/Year)	Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) Ov Fo Re	Amount of 6. 7. Nature of curities Ownership Indirect neficially Form: Beneficial wned Direct (D) Ownership Illowing or Indirect (Instr. 4) ported (I) ansaction(s) (Instr. 4)
C		Code V Amount (D) Price (In	str. 3 and 4)
Common Stock	07/01/2008	J V 3,145 A \$39.645 28	3,277 D
Common Stock (401-K Plan)	06/30/2008	J V 7 (2) D \$ 39.84 32	By 401-K Trust
Common Stock (401-K Plan)	09/30/2008	J V 95 A \$ 37.72 32	2,721 I By 401-K Trust

Edgar Filing: GORMAN JEFFREY S - Form 4

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	3,146 (1)	D	\$ 39.645	0	D	
Common Stock							298,413	I	By family (3)
Common Stock							524,281	I	By Jeffrey S. Gorman Trust (4)
Common Stock							72,799	I	By Michele S. Gorman Trust (5)

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 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

Edgar Filing: GORMAN JEFFREY S - Form 4

Director 10% Owner Officer Other

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

President & CEO

Signatures

/s/Jeffrey S. 12/19/2008 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).

X

- ** 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 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 esate planning purposes.
- (5) Shares held by the Michele S. Gorman Trust (a revocable trust of which Mr. Gorman's wife is sole trustee) for esate 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.

Signatures 3