

GORMAN JAMES CARVELL

Form 4

December 12, 2005

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

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

OMB APPROVAL

OMB
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(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)
09/23/2005

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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock (401-K Plan) | 09/23/2005 | | J | V 283 ⁽¹⁾ D | \$ 24.875 5,297 | I | By 401-K Trust |
| Common Stock | 09/23/2005 | | J | V 283 ⁽²⁾ A | \$ 24.875 283 | D | |
| Common Stock | 11/07/2005 | | J | V 283 ⁽³⁾ D | \$ 23.595 0 | D | |
| Common Stock | 11/07/2005 | | J | V 283 A | \$ 23.595 442,572 | I | By James C. Gorman Trust ⁽³⁾ |

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| | | | | | | | | | |
|---|------------|---|---|---------|---|----------|-----------|---|--|
| Common Stock | 12/06/2005 | J | V | 349,320 | D | \$ 24.04 | 0 | I | By Marjorie N. Gorman(wife) |
| Common Stock | 12/06/2005 | J | V | 349,320 | A | \$ 24.04 | 349,320 | I | By Marjorie N. Gorman Trust ⁽⁴⁾ |
| Common Stock (Dividend Reinvestment Plan) | 12/06/2005 | J | V | 12,673 | D | \$ 24.04 | 0 | I | By Marjorie N. Gorman(wife) |
| Common Stock | 12/06/2005 | J | V | 12,673 | A | \$ 24.04 | 361,993 | I | By Marjorie N. Gorman Trust ⁽⁴⁾ |
| Common Stock | | | | | | | 1,777,065 | I | By family ⁽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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 JAMES CARVELL THE GORMAN-RUPP COMPANY | X | X | Chairman | |

305 BOWMAN STREET
MANSFIELD, OH 44903

Signatures

/s/James C.

12/12/2005

Gorman

____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) Shares distributed from a 401-K Trust Account to Direct Ownership Certificate Shares.

(2) Shares acquired through a distribution from a 401-K Trust Account.

(3) Shares transferred by James C. Gorman to the James C. Gorman Trust (a revocable trust of which James C. Gorman is sole trustee) for estate planning purposes.

(4) Shares transferred by Marjorie N. Gorman (wife) to the Marjorie N. Gorman Trust (a revocable trust of which Marjorie N. Gorman is sole trustee) for estate planning purposes.

(5) Includes 361,993 shares owned by the Marjorie N. Gorman Trust (of which Mr. Gorman's wife is sole trustee) and 288,614 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 1,126,458 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.

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