GORMAN RUPP CO

Form 5

February 17, 2009

FORM 5

OMB APPROVAL

UNITED	STATES	SECURITIES	AND	EXCHANGE	COMMISSION
		Washington	n D (20549	

OMB 3235-0362 Number: January 31,

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

Check this box if

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). 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

Reported										
1. Name and Address of Reporting Person ** WALSTON W WAYNE			Symbol	Name and Tick	C	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Stateme (Month/D 12/31/20	ay/Year)	Fiscal Year Ended	_X_ Director	eck all applicable 10% e title Oth	6 Owner		
33 EMS T4	0A LANE					below)	below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (check applicable line)				
LEESBURG	G, IN 46538					_X_ Form Filed by Form Filed by Person	1 0			
(City)	(State)	(Zip)	Table	e I - Non-Deri	vative Securities Ac	quired, Disposed o	of, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year			3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial		

(City)	(State)	Zip) Table	e I - Non-Deri	vative Sec	curitie	s Acqui	ired, Disposed o	f, or Beneficial	lly 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. Securi Acquired Disposed (Instr. 3,	d (A) od of (D) 4 and (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	Â	Â	Â	Â	Â	Â	10,223 (1)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	987	I	By Betty Walston Trust (2)

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

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SEC 2270 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date Expiration Exercisable Date	Expiration		Number	
								of		
					(A) (D)				Shares	

Of D So

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Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
WALSTON W WAYNE								
33 EMS T40A LANE	ÂΧ	Â	Â	Â				
LEESBURG Â INÂ 46538								

Signatures

W. Wayne Walston BY: /s/David P. Emmens
Attorney-in-Fact
02/17/2009

**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 8,546 shares acquired through an exempt non-employee Directors' Compensation Plan.
- (2) Common Shares owned by Mrs. Walston's Trust, of which Mr. and Mrs. Walston are co-trustees. Mr. Walston disclaims beneficial ownership of all the shares referred to in this footnote.

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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