

GORMAN JAMES CARVELL  
Form 5  
February 09, 2018

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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  
Number: 3235-0362  
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2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
GORMAN JAMES CARVELL

(Last) (First) (Middle)

THE GORMAN-RUPP  
COMPANY, 600 SOUTH  
AIRPORT ROAD

(Street)

MANSFIELD, OH 44903

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
GORMAN RUPP CO [GRC]

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2017

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 Reporting

(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)	(A) or (D)	Price	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	01/04/2017	Â	G	3,915	D	\$ 0	1,278,107	I	By James C. Gorman Trust
Common Stock	11/15/2017	Â	G	900	D	\$ 0	1,277,207	I	By James C. Gorman Trust

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Common Stock	11/27/2017	Â	G	219	D	\$ 0	1,276,988	I	By James C. Gorman Trust
Common Stock (401-K Plan)	03/31/2017	Â	<u>J<sup>(1)</sup></u>	58	A	\$ 31.4	7,907	I	By 401-K Trust
Common Stock (401-K Plan)	06/30/2017	Â	<u>J<sup>(1)</sup></u>	78	A	\$ 25.47	7,985	I	By 401-K Trust
Common Stock (401-K Plan)	09/30/2017	Â	<u>J<sup>(1)</sup></u>	44	A	\$ 32.57	8,029	I	By 401-K Trust
Common Stock (401-K Plan)	12/05/2017	Â	<u>J<sup>(2)</sup></u>	794	D	\$ 31.89	7,235	I	By 401-K Trust
Common Stock (401-K Plan)	12/31/2017	Â	<u>J<sup>(1)</sup></u>	63	A	\$ 31.21	7,298	I	By 401-K Trust
Common Stock	01/04/2017	Â	G	3,915	A	\$ 0	3,929,913	I	By family <u>(3)</u>
Common Stock	03/01/2017	Â	<u>S4<sup>(4)</sup></u>	8	D	\$ 31.76	3,929,905	I	By family <u>(5)</u>
Common Stock	03/15/2017	Â	<u>J<sup>(6)</sup></u>	283	A	\$ 32	3,930,188	I	By family <u>(7)</u>
Common Stock	03/23/2017	Â	<u>S4<sup>(8)</sup></u>	50	D	\$ 30.15	3,930,138	I	By family <u>(9)</u>
Common Stock	03/31/2017	Â	<u>J<sup>(1)</sup></u>	173	A	\$ 31.4	3,930,311	I	By family <u>(10)</u>
Common Stock	06/14/2017	Â	<u>J<sup>(6)</sup></u>	352	A	\$ 25.73	3,930,663	I	By family <u>(11)</u>
Common Stock	06/30/2017	Â	<u>J<sup>(1)</sup></u>	326	A	\$ 25.47	3,930,989	I	By family <u>(12)</u>
Common Stock	09/12/2017	Â	<u>J<sup>(6)</sup></u>	302	A	\$ 30.28	3,931,291	I	By family <u>(13)</u>
Common Stock	09/30/2017	Â	<u>J<sup>(1)</sup></u>	104	A	\$ 32.57	3,931,395	I	By family <u>(14)</u>
	12/12/2017	Â	<u>J<sup>(6)</sup></u>	316	A		3,931,711	I	

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Common Stock						\$ 31.49			By family (15)
Common Stock	12/31/2017	Â	J <sup>(1)</sup>	226	A	\$ 31.21	3,931,937	I	By family (16)

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. of D S B O E I F (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GORMAN JAMES CARVELL THE GORMAN-RUPP COMPANY 600 SOUTH AIRPORT ROAD MANSFIELD, OH 44903	Â X Â X Â Chairman Â

## Signatures

James C. Gorman BY: /s/Brigitte A. Burnell  
Attorney-in-Fact 02/09/2018

\_\_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 acquired under GRC 401(k) Plan.
- (2) Distribution of cash equivalent of 794 common shares required to be made by internal revenue code due to reporting person being over age 70 1/2.
- (3)

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Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes 3,225,298 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.

- (4) Shares sold on March 1, 2017 are being reported late due to an inadvertent clerical error.

Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (5) 3,225,290 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.

- (6) Shares acquired through dividend reinvestment.

Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (7) 3,225,573 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.

- (8) Shares sold on March 23, 2017 are being reported late due to an inadvertent clerical error.

Includes 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (9) 3,225,523 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 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (10) 3,225,696 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 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (11) 3,226,048 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 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (12) 3,226,374 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 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (13) 3,226,676 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 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (14) 3,226,780 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 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (15) 3,227,096 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 704,615 shares held in trusts in which Mr. Gorman and members of his family have beneficial interests; also includes

- (16) 3,227,322 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 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.