

GORMAN JEFFREY S

Form 5

February 14, 2011

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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
GORMAN JEFFREY S

(Last)

(First)

(Middle)

2. Issuer Name **and** Ticker or Trading
Symbol
GORMAN RUPP CO [GRC]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20105. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President & CEO

THE GORMAN-RUPP
COMPANY, 600 SOUTH
AIRPORT ROAD

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MANSFIELD, OH 44903

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
				Amount	(A) or (D)	Price			
Common Stock (401-K Plan)	12/31/2010	Â	J	47	A	\$ 32.32	34,319	I	By 401-K Trust
Common Stock	Â	Â	Â	Â	Â	Â	23,077	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	307,802	I	By family (1)

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Common Stock	Â	Â	Â	Â	Â	Â	526,375	I	By Jeffrey S. Gorman Trust ⁽²⁾
Common Stock	Â	Â	Â	Â	Â	Â	74,893	I	By Michele S. Gorman Trust ⁽³⁾

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

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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 Derivative Securities (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
GORMAN JEFFREY S THE GORMAN-RUPP COMPANY 600 SOUTH AIRPORT ROAD MANSFIELD, OH 44903	Â X	Â	Â President & CEO	Â

Signatures

/s/Jeffrey S. Gorman
Date 02/14/2011
**Signature of 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).

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- (1) Includes 233,036 shares owned by his 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.
- (2) Shares held by the Jeffrey S. Gorman Trust (a revocable trust of which Jeffrey S. Gorman is sole trustee) for estate planning purposes.
- (3) Shares held by the Michele S. Gorman Trust (a revocable trust of which Mr. Gorman's wife is sole trustee) for estate planning purposes.

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.